

Gerald Wisz – became a director in 2004. He has been the principal executive officer for GW Communications, a privately-held company specializing in media relations and research, since 2000. He was Director of Investor Relations Communications for SS&C Technologies, Inc. from 1998-1999. He holds a bachelors degree from William Paterson College and a masters degree from Duquesne University. GW Communications has been the principal consulting firm that teamed with FSI in 2003 and 2004.

Possible Potential Conflicts

None of our key personnel (currently limited to our president) is required to commit full time to our affairs and, accordingly, conflicts of interest in allocating management time among various business activities may arise. In the course of his other business activities, our president may become aware of business opportunities which may be appropriate for presentation to us, as well as the other entities with which he is affiliated. As such, he may have conflicts of interest in determining to which entity a particular business opportunity should be presented.

Our "key employee" and president, Cosimo J. Patti, owns (as of June 30, 2006) approximately 91% of our issued and outstanding common shares. Additionally, Mr. Patti becomes involved in other business venture from time-to-time. As a result of these relationships and the stated business purposes of the companies, certain potential conflicts of interest are likely to arise with regard to Mr. Patti's business activities.

In an effort to resolve such potential conflicts of interest we have been entered into a written agreement with Mr. Patti containing the following provisions:

- any business opportunities that he may become aware of independently or directly through his association with us would be presented by him solely to us (and to no one else unless rejected by us);
- any business opportunities disclosed to him by the management of other ventures with which he is or becomes involved would not be presented by him to us (unless and until rejected by such other entities); and
- any business opportunities disclosed to him by us would not be presented to management of other ventures with which he is or becomes involved (unless ultimately rejected by us).

In the event that the same business opportunity is presented to Mr. Patti by both us and the management of other ventures with which he is or becomes involved, Mr. Patti shall only render his services to the entity that first disclosed such business opportunity to him. Additionally, Mr. Patti is not required to locate any potential business opportunities for us.

A copy of the Agreement is included as Exhibit 10.4 to the registration statement to which this prospectus is a part.

Board of Directors

All directors hold office until the completion of their term of office, which is not longer than one year, or until their successors have been elected. All officers are appointed annually by the board of directors and, subject to existing employment agreements (of which there are currently none), serve at the discretion of the board. Currently, directors receive no compensation for their role