SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 20, 1998

CENTURY BUSINESS SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware	22-2769024
(State of other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

0-25890
(Commission File Number)

10055 Sweet Valley Drive
Cleveland, Ohio 44125
(Address of principal executive offices)
(Zip Code)

Registrant's telephone number, including area code (216) 447-9000.

ITEM 7. Financial Statement and Exhibits.

(a) Financial Statements of Businesses Acquired

Century Business Services, Inc. (Century) acquired the following businesses on the dates noted: Comprehensive Business Services, Inc. (10/2/97); Valuation Counselors Group, Inc. and Subsidiary (09/30/97); Zelenkofske, Axelrod & Co., Ltd. (06/30/97); Health Administration Services, Inc. (12/18/97); Shenkin Kurtz Baker & Co., P.C. and Subsidiary (12/08/97); Robert D. O'Byrne and Associates, Inc. and The Grant Nelson Group, Inc. (12/31/97); Environmental Safety Systems, Inc. and Subsidiaries (06/16/97); and Smith & Radigan, P.C. (12/04/97). The related financial statements referenced under "Index to Financial Statements" on pages 4-6 are filed as part of this report.

(b) Exhibits

23.1 Consent of KPMG Peat Marwick LLP

23.2 Consent of KPMG Peat Marwick LLP

23.3 Consent of KPMG Peat Marwick LLP

23.4 Consent of KPMG Peat Marwick LLP

23.5 Consent of KPMG Peat Marwick LLP

23.6 Consent of KPMG Peat Marwick LLP

23.7 Consent of Altschuler, Melvoin and Glasser LLP

23.8 Consent of Gelford Hochstadt Pangburn & Co.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTURY BUSINESS SERVICES, INC.

Date: February 20, 1998

By: /s/ Gregory J. Skoda

Gregory J. Skoda
Executive Vice President

CENTURY BUSINESS SERVICES, INC. AND SUBSIDIARIES

INDEX TO FINANCIAL STATEMENTS

ENVIRONMENTAL SAFETY SYSTEMS, INC. AND SUBSIDIARIES

SMITH & RADIGAN, P.C.

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Comprehensive Business Services, Inc.:

We have audited the accompanying balance sheet of Comprehensive Business Services, Inc. (a wholly owned subsidiary of Franchise Services, Inc.) as of December 31, 1996 and the related statements of operations, stockholder's equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Comprehensive Business Services, Inc. as of December 31, 1996 and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

/s/ KPMG PEAT MARWICK LLP

Costa Mesa, California
August 7, 1997, except as to note 8,
which is as of October 1, 1997.

COMPREHENSIVE BUSINESS SERVICES, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Balance Sheet

December 31, 1996

ASSETS

Current assets:		
Cash and cash equivalents	$	254,219
Current portion of notes and accounts receivable (notes 2 and 5)		292,806
Deferred income taxes (note 4)		33,040
Prepaid expenses and other assets		94,299
Total current assets		674,364
Noncurrent portion of notes and accounts receivable, less allowance for doubtful accounts of $111,167 (notes 2 and 5)		736,137
Federal and state taxes due from Parent (note 1)		1,442,350
Furniture and equipment, net (note 3)		114,594
Deposits and other assets		123,512
	$	3,090,957

LIABILITIES AND STOCKHOLDER'S EQUITY

Current liabilities:		
Accounts payable and accrued expenses	$	131,970
Due to affiliates (note 5)		178,538
Franchise and other deposits		70,161
Total current liabilities		380,669
Deferred income taxes (note 4)		50,574
Total liabilities		431,243
Stockholder's equity:		
Common stock, no par value; 1,000 shares authorized, 100 shares issued and outstanding		1,000
Additional paid-in capital		4,974,000
Accumulated deficit		(2,315,286)
Total stockholder's equity		2,659,714
Commitments and contingencies (notes 5, 6 and 7)		
Subsequent event (note 8)		
	$	3,090,957

See accompanying notes to financial statements.

COMPREHENSIVE BUSINESS SERVICES, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Statement of Operations

Year ended December 31, 1996

Revenues:		
Continuing fees	$	1,706,685
Franchise sales		756,974
Software and processing fees		564,706
Computer and software sales		46,460
Interest and other		116,005
		3,190,830
Costs and expenses:		
Cost of sales and services		370,718
Selling, general and administrative (note 5)		2,675,727
		3,046,445
Income before income tax expense		144,385
Income tax expense (note 4)		93,623
Net income	$	50,762

See accompanying notes to financial statements.

COMPREHENSIVE BUSINESS SERVICES, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Statement of Stockholder's Equity

Year ended December 31, 1996

	COMMON STOCK SHARES	COMMON STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	ACCUMULATED DEFICIT	TOTAL STOCKHOLDER'S EQUITY
Balance at December 31, 1995	100	$ 1,000	4,974,000	(2,366,048)	2,608,952
Net income	--	--	--	50,762	50,762
Balance at December 31, 1996	100	$ 1,000	4,974,000	(2,315,286)	2,659,714

See accompanying notes to financial statements.

COMPREHENSIVE BUSINESS SERVICES, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Statement of Cash Flows

Year ended December 31, 1996

Cash flows from operating activities:		
Net income	$	50,762
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for doubtful accounts		7,530
Depreciation		46,190
Noncash franchise revenues		(87,500)
Changes in:		
Notes and accounts receivable		149,052
Federal and state taxes due from Parent		98,670
Prepaid expenses and other assets		(24,558)
Deposits and other assets		35,673
Accounts payable, accrued expenses and franchise and other deposits		(325,094)
Due to affiliates		61,547
Deferred income taxes		(12,254)
Deferred rent		--
Net cash provided by operating activities		18
Cash flows from investing activities - purchase of furniture and equipment, net of disposals		(55,388)
Net decrease in cash and cash equivalents		(55,370)
Cash and cash equivalents at beginning of year		309,589
Cash and cash equivalents at end of year	$	254,219

See accompanying notes to financial statements.

COMPREHENSIVE BUSINESS SERVICES, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Notes to Financial Statements

December 31, 1996

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION AND DESCRIPTION OF BUSINESS

Comprehensive Business Services, Inc. (the Company) is in the business of selling and servicing franchised accounting practices. During 1996, Sir Speedy, Inc., the Company's parent during fiscal year 1995, completed a formal restructure of its legal entities. Through this restructure, a California holding company was established, Franchise Services, Inc., through which Franchise Services, Inc. became the Company's new parent. Franchise Services, Inc. is a wholly owned subsidiary of KOA Holdings, Inc.

CASH AND CASH EQUIVALENTS

For purposes of the statements of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

FURNITURE AND EQUIPMENT

Furniture and equipment are stated at cost. Depreciation has been provided on the straight-line method over the estimated useful lives of the related assets.

CAPITALIZED SOFTWARE COSTS

Statement of Financial Accounting Standards No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed," provides for the capitalization of certain software development costs once technological feasibility is established. The cost so capitalized is then amortized using the straight-line basis over the estimated product life, or the ratio of current revenues to total projected product revenues, whichever is greater. Included in prepaid expenses and other assets as of December 31, 1996 is approximately $204,700 of software developments costs. Amortization expense for the year ended December 31, 1996 was approximately $58,100.

FRANCHISE SALES

Franchise sales include franchise fees and all contractually related start-up fees. The Company defers franchise fees and costs related thereto until certain services have been performed and the franchise has opened. In 1996, the Company financed a portion of the initial franchise fee for those new franchises which met certain credit qualification criteria.

CONTINUING FEES AND SOFTWARE AND PROCESSING FEES

The Company records continuing, software and processing fees as revenue when received from franchisees. Such cash basis recognition does not differ materially from accrual basis recognition.

COMPREHENSIVE BUSINESS SERVICES, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Notes to Financial Statements, Continued

INCOME TAXES

The Company is included in the Federal income tax return filed by KOA Holdings, Inc. Franchise Services, Inc.'s policy is to apportion to each subsidiary a pro rata share of its consolidated provision for income taxes based upon the subsidiary's earnings or loss before income taxes at prevailing tax rates.

The Company accounts for income taxes under the asset and liability method whereby deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

IMPAIRMENT OF LONG-LIVED ASSETS AND LONG-LIVED ASSETS TO BE DISPOSED OF

The Company adopted the provisions of Statement of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of," on January 1, 1996. This Statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceed the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. Adoption of this Statement did not have a material impact on the Company's financial position, results of operations or liquidity.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

COMPREHENSIVE BUSINESS SERVICES, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Notes to Financial Statements, Continued

(2) NOTES AND ACCOUNTS RECEIVABLE

Notes and accounts receivable consist of the following at December 31, 1996:

Current portion:		
Notes from franchisees	$	169,600
Due from officers and employees		73,391
Other		49,815
		292,806
Noncurrent portion:		
Notes from franchisees		847,304
Due from officer		--
		847,304
Less allowance for doubtful accounts		111,167
		736,137
	$	1,028,943

(3) FURNITURE AND EQUIPMENT

Furniture and equipment, net, consist of the following at December 31, 1996:

	ESTIMATED USEFUL LIFE		
Furniture and fixtures	5 years	$	163,394
Computer equipment	5 years		222,189
Leasehold improvements	5 years		26,604
			412,187
Less accumulated depreciation and amortization			297,593
		$	114,594

COMPREHENSIVE BUSINESS SERVICES, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Notes to Financial Statements, Continued

(4) INCOME TAXES

Income tax expense (benefit) consists of the following at December 31, 1996:

Current:	
U.S. Federal	$ 90,645
State	15,232
	105,877
Deferred:	
U.S. Federal	(7,459)
State	(4,795)
	(12,254)
	$ 93,623

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at December 31, 1996 are presented below:

Deferred tax assets:	
Accounts receivable	$ 45,363
Vacation	15,484
Depreciation	7,117
Other	--
Total gross deferred tax assets	67,964
Less valuation allowance	--
Net deferred tax assets	67,964
Deferred tax liabilities:	
Research and experimentation	(83,536)
State taxes	(1,962)
Organization costs	--
Furniture and equipment	--
Total deferred tax liabilities	(85,498)
Net deferred tax liability	$ (17,534)

Based on the Company's parent's historical pretax earnings, management believes it is more likely than not that the Company will realize the benefits of the deferred tax assets existing at December 31, 1996.

COMPREHENSIVE BUSINESS SERVICES, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Notes to Financial Statements, Continued

Total income tax expense (benefit) differed from amounts computed by applying the U.S. Federal statutory tax rate of 34% to earnings (loss) before income taxes primarily as a result of meals and entertainment disallowances and state franchise taxes.

(5) TRANSACTIONS WITH RELATED PARTIES

Included in selling, general and administrative expenses for the year ended December 31, 1996 is approximately $283,000 billed by affiliates for various cost reimbursements and accounting services provided.

The Company has unsecured non-interest bearing demand notes receivable from officers which are included in notes and accounts receivable in the accompanying balance sheets (see note 2).

The Company has a five-year operating facility lease with Franchise Services, Inc. Rent expense under this lease totaled $134,400 (see note 7).

Due to affiliates represents amounts billed by vendors which have been paid by affiliates for Company expenses. Included in due to affiliates are amounts owed by the Company for these costs in addition to services rendered by affiliates to support the Company.

(6) EMPLOYEE BENEFIT PLAN

The Company has a defined contribution 401(k) plan covering a majority of its employees. The Company matched employee contributions in the amount of $36,420 in 1996.

(7) COMMITMENTS AND CONTINGENCIES

COMMITMENTS

The Company has an operating facility lease with Franchise Services, Inc. for general office space (see note 5). Future minimum lease payments are as follows:

Year ending December 31:		
1997	$	134,400
1998		134,400
1999		134,400
2000		129,547
	$	532,747

Rent expense for the year ended December 31, 1996 totaled approximately $145,000.

CONTINGENCIES

The Company is involved as both plaintiff and defendant in various legal actions which arose in the normal course of business. In the opinion of management, the settlement of these matters will not have a material adverse effect on the Company's financial position, results of operations or liquidity.

COMPREHENSIVE BUSINESS SERVICES, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Notes to Financial Statements, Continued

(8) SUBSEQUENT EVENT

On October 1, 1997 the Company was sold to International Alliance Services, Inc. (IASI) for IASI stock and cash. IASI is a publicly traded company.

COMPREHENSIVE BUSINESS SERVICES, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Statement of Operations
For the Period January 1, 1997 through September 30, 1997
(unaudited)

Revenues:	
Continuing fees	$ 1,319,794
Franchise sales	400,000
Software and processing fees	437,957
Computer and software sales	5,000
Interest and other	77,003
	2,239,754
Costs and expenses:	
Cost of sales and services	142,945
Selling, general and administrative	2,148,472
	2,291,417
Loss before income tax expense	(51,663)
Income tax benefit	(15,303)
Net loss	$ (36,360)

COMPREHENSIVE BUSINESS SERVICE, INC.
(A Wholly Owned Subsidiary of Franchise Services, Inc.)

Statement of Cash Flows
For the Period January 1, 1997 through September 30, 1997
(unaudited)

Cash flows from operating activities:	
Net loss	$ (36,360)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Depreciation and amortization	37,695
Noncash franchise revenues	(26,892)
Changes in:	
Notes and accounts receivable	151,281
Federal and state taxes due from parent	(42,985)
Prepaid expenses and other assets	(48,851)
Accounts payable, accrued expenses and franchise and other deposits	41,257
Due to affiliates	6,216
Deferred income taxes	16,239
Net cash provided by operating activities	97,600
Cash flows from investing activities- purchase of furniture and equipment, net of disposals	(41,442)
Net increase in cash and cash equivalents	56,158
Cash and cash equivalents at beginning of year	254,219
Cash and cash equivalents at end of year	$ 310,377

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Valuation Counselors Group, Inc.

We have audited the accompanying consolidated balance sheets of VALUATION COUNSELORS GROUP, INC. AND ITS WHOLLY OWNED SUBSIDIARY (an Illinois corporation) as of December 31, 1996 and 1995, and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our report dated February 16, 1996, we expressed a qualified opinion because a provision for deferred income taxes had not been provided as required by generally accepted accounting principles. As described in Note 1, the Company changed its method of accounting for deferred taxes and restated its 1995 financial statements to conform with generally accepted accounting principles. Accordingly, our present opinion on the 1995 financial statements, as presented herein, is different from that expressed in our previous report.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Valuation Counselors Group, Inc. and its wholly owned subsidiary, as of December 31, 1996 and 1995, and the results of their operations and their cash flows for the years then ended, in conformity with generally accepted accounting principles.

/s/ Altschuler, Melvoin and Glasser LLP

Chicago, Illinois
February 12, 1997

Exhibit A

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Consolidated Balance Sheets
December 31, 1996 and 1995

Assets	1996	1995 (Restated- Note 5)
Current Assets:		
Cash	$ 41,480	$ 26,888
Accounts receivable less allowance for doubtful accounts of $646,000 for 1996 and $306,000 for 1995	2,565,777	2,841,002
Prepaid expenses and other current assets	148,830	304,121
	2,756,087	3,172,011
Property and Equipment, at cost (net of accumulated depreciation and amortization) (Notes 1 and 2)	754,636	978,598
Other Assets:		
Goodwill and other intangibles (net of amortization--Note 1)	923,813	1,115,113
Other assets	125,681	143,134
	1,049,494	1,258,247
	$ 4,560,217	$ 5,408,856

Liabilities and Stockholders' Equity	1996	1995
Current Liabilities:		
Accounts payable	$ 56,187	$ 88,095
Unearned revenue (Note 1)	686,814	561,995
Deferred income tax payable (Note 5)	496,000	374,000
Bank obligation (Note 3)	740,000	1,190,164
Accrued expenses and other current liabilities	685,071	1,343,711
Former shareholder obligation (Note 6)	303,000	0
	2,967,072	3,557,965
Noncurrent Liabilities:		
Bank obligation (Note 3)	766,667	561,870
Former shareholder obligation (Note 6)	303,000	0
	1,069,667	561,870
Stockholders' Equity (Note 6) (Exhibit C) :		
Common stock	461	461
Additional paid-in capital	460,380	460,380
Retained earnings	1,008,637	864,180
Less treasury stock, at cost (Note 6)	(946,000)	(36,000)
	523,478	1,289,021
	$ 4,560,217	$ 5,408,856

The accompanying notes are an integral part of this statement.

Exhibit B

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Consolidated Statement of Operations
Years Ended December 31, 1996 and 1995

	1996	1995 (Restated- Note 5)
Net Revenue	$ 17,368,355	$ 17,380,638
Operating Expenses	14,476,249	14,722,413
Gross Operating Income	2,892,106	2,658,225
Marketing and Sales Expenses	1,801,859	1,825,492
Income from Operations	1,090,247	832,733
Other Income (Expenses), (net)		
Interest expense	(88,103)	(99,521)
Acquisition-related expenses (Note 8)	(367,250)	(399,777)
Other	(76,336)	(151,536)
Insurance claim (Note 8)	(250,000)	(150,000)
	(781,689)	(800,834)
Income before Provision for Income Taxes	308,558	31,899
Provision for Income Taxes (Note 5)	(164,101)	(12,380)
Net Income	$ 144,457	$ 19,519

The accompanying notes are an integral part of this statement.

Exhibit C

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Consolidated Statement of Changes in Stockholders' Equity
Years Ended December 31, 1996 and 1995

	Common Stock Outstanding	Amount (Par Value $.01)	Additional Paid-in Capital	Subscription Notes Receivable	Retained Earnings	Treasury Stock	Total
Year Ended December 31, 1995:							
Balances, December 31, 1994, as Previously Reported	46,088	$ 461	$ 460,380	($ 16,600)	$ 1,129,563		$ 1,573,804
Prior Period Adjustment to Record Income Taxes (Notes 1 and 5)					(284,902)		(284,902)
Balances, December 31, 1994, as Restated	46,088	461	460,380	(16,600)	844,661		1,288,902
Reduction in Subscription Notes Receivable				16,600			16,600
Purchase of Treasury Stock	(3,300)					($ 148,500)	(148,500)
Sale of Treasury Stock	2,500					112,500	112,500
Net Income for Year (Exhibit B)					19,519		19,519
Balances, December 31, 1995	45,288	$ 461	$ 460,380	$ 0	$ 864,180	($ 36,000)	$ 1,289,021
Year Ended December 31, 1996:							
Balances, December 31, 1995, as Previously Reported	45,288	$ 461	$ 460,380	$ 0	$ 1,101,180	($ 36,000)	$ 1,526,021
Prior Period Adjustment to Record Income Taxes (Notes 1 and 5)					(237,000)		(237,000)
Balances, December 31, 1995, as Restated	45,288	461	460,380	0	864,180	(36,000)	1,289,021
Purchase of Treasury Stock (Note 6)	(19,518)					(910,000)	(910,000)
Net Income for Year (Exhibit B)					144,457		144,457
Balances, December 31, 1996	25,770	$ 461	$ 460,380	$ 0	$ 1,008,637	($ 946,000)	$ 523,478

The accompanying notes are an integral part of this statement.

Exhibit D

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Consolidated Statement of Cash FLows
Years Ended December 31, 1996 and 1995

	1996	1995
Cash Flows from Operating Activities:		
Net income (Exhibit B)	$ 144,457	$ 19,519
Adjustments to reconciLe net income to net cash provided by operating activities:		
Depreciation and amortization	553,022	512,564
(Gain) Loss on disposaL of equipment	16,210	(8,948)
Changes in assets and Liabilities:		
(Increase) Decrease in accounts receivabLe	275,225	(523,110)
Decrease in prepaid expenses and other assets	172,744	1,008
Decrease in accounts payabLe	(31,908)	(84,390)
(Decrease) Increase in unearned revenue	124,819	(34,944)
Increase (Decrease) in accrued expenses	(655,109)	210,962
Increase (Decrease)in deferred tax Liability	122,000	(47,902)
Net cash provided by operating activities	721,460	44,759
Cash Flows from Investing Activities:		
Additions to property and equipment	(201,999)	(692,729)
Proceeds from equipment sale	44,498	3,405
Net cash used in investing activities	(157,501)	(689,324)
Cash Flows from Financing Activities:		
Net proceeds from bank obligation	4,818,904	1,875,000
Repayment of bank obligation	(5,064,271)	(1,391,086)
Purchase of Treasury stock	(304,000)	(148,500)
Reissuance of Treasury stock	0	112,500
Decrease in subscription notes receivable	0	16,600
Net cash provided by (used in) financing activities	(549,367)	464,514
Net Increase (Decrease) in Cash	14,592	(180,051)
Cash, Beginning of Year	26,888	206,939
Cash, End of Year	$ 41,480	$ 26,888

Exhibit D, Continued

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Consolidated Statement of Cash Flows
Years Ended December 31, 1996 and 1995

	1996	1995
Noncash Financing Activity:		
Repurchase of stock (Note 4)--		
Obligation to former shareholder	$606,000	$ 0
Cash paid for treasury stock (see above)	304,000	0
Total increase in treasury stock (Exhibit C)	$910,000	$ 0
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the year for interest	$ 94,798	$136,329
Cash paid during the year for income taxes	$ 43,849	$ 20,282

The accompanying notes are an integral part of this statement.

VALUATION COUNSELORS GROUP, INC.

AND ITS WHOLLY OWNED SUBSIDIARY

Notes to the Financial Statements
December 31, 1996 and 1995

Note 1--Nature of Activities and Significant Accounting Policies:

Valuation Counselors Group, Inc. (the "Company") is engaged in the business of providing financial and commercial valuation services throughout the United States and abroad.

Pursuant to an agreement dated September 30, 1994, the Company acquired the outstanding common stock of Lloyd-Thomas/Coats Burchard Co. ("Lloyd-Thomas"). The acquisition was accounted for under the purchase method of accounting. Lloyd-Thomas is engaged in the business of providing valuation and annual revision services CARS) similar to the Company.

A summary of significant accounting policies followed by the Company is as follows:

PRINCIPLES OF CONSOLIDATION--The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Lloyd-Thomas. Significant intercompany transactions have been eliminated in consolidation.

DEPRECIATION AND AMORTIZATION--Provisions for depreciation of property and equipment are computed, for financial reporting purposes, under the straight-line method, over periods which approximate the estimated useful lives of the assets. For income tax reporting purposes, provisions for depreciation and amortization are computed using accelerated methods and statutory recovery periods, as prescribed by the Internal Revenue Service.

ORGANIZATION COSTS--Organization costs incurred in connection with the Company's formation and acquisition are amortized on a straight-Line basis over a five-year period.

CLIENT LIST--The client list represents the estimated present value of the benefits to be derived from clients acquired as part of the acquisition. These costs are amortized over a five-year period.

GOODWILL--Goodwill represents the excess of the purchase price over the fair value of the assets purchased and liabilities assumed of Lloyd-Thomas. For financial statement purposes, the balance is amortized on a straight-Line basis over a thirty-year period. Amortization for 1996 and 1995 amounted to $32,250 and $23,086 respect ively.

REVENUE RECOGNITION--Revenue is recognized as the work is performed. Unbilled charges on engagements in process are reflected at standard billing rates and a provision is made for all anticipated Losses,

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Notes to the Financial Statements

December 31, 1996 and 1995

Note 1--Nature of Activities and Significant Accounting Policies, Continued:

UNEARNED REVENUE--Unearned revenue represents prebilling of ARS services performed by Lloyd-Thomas. The revenue is billed in advance of performance of the service and is recognized into revenue upon completion of such services.

ACCRUED RENT--Rental expense is recognized over the term of the lease, inclusive of the portion of the term for which a rental concession has been granted, with the amount of the concession being reflected as accrued expense on the accompanying balance sheet. Such amount will be amortized over the term of the lease during which actual payments of the rent are made.

BASIS OF ACCOUNTING, INCOME TAXES AND PRIOR PERIOD ADJUSTMENT -- The financial statements are prepared on the accrual basis of accounting, however, the cash basis is utilized for income tax reporting purposes. Through December 31, 1993 deferred income taxes were provided for the resulting temporary differences between financial and income tax reporting purposes in accordance with Statement of Financial Accounting Standards No. 109 (see Note 5). The Company ceased accounting for deferred income taxes from January 1, 1994 through December 31, 1995. Effective January 1, 1996, the Company commenced providing for deferred income taxes resulting in a prior period adjustment which decreased retained earnings and increased deferred income taxes payable by approximately $285,000 as of January 1, 1995 and decreased deferred income taxes payable and the previously recorded net loss by approximately $48,000 for the year ended December 31, 1995.

ESTIMATES -- In preparing financial statements in conformity with generally accepted accounting principles, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Note 2 -- Property and Equipment:

Property and equipment are stated at cost and consist of the following:

	1996	1995
Leasehold improvements	$ 309,407	$ 292,318
Furniture and fixtures	1,426,372	1,363,811
Computer software	216,880	214,510
	1,952,659	1,870,639
Less accumulated depreciation and amortization	1,198,023	892,041
	$ 754,636	$ 978,598

The provision for depreciation amounted to $365,252 and $333,958 for 1996 and 1995, respectively.

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Notes to the Financial Statements
December 31, 1996 and 1995

Note 3 -- Corporate Obligations:

On July 18, 1995, the Company executed a promissory note ("Term Loan") with Cole Taylor Bank ("Cole") in the principal amount of $1,000,000.

Additionally, the Company obtained a line-of-credit from Cole providing for maximum borrowings of $1,000,000, due July 18, 1996.

The term and credit line bore interest at 9% and at prime plus 1% (9.5% at December 31, 1995), respectively. The term loan was payable in 36 monthly installments of $31,870 consisting of principal and interest, with a final payment due July 18, 1998.

On July 16, 1996, the Company refinanced its existing loans with Cole Taylor with a new Lender, American National Bank and Trust Company of Chicago ("ANB"), as evidenced by a promissory and installment note, maturing on July 31, 1997 and November 30, 1999, respectively. Both loans were made pursuant to a loan and security agreement, providing for a continuing security interest in all of the Company's assets.

The promissory note provides for maximum borrowings of $1,000,000 and bears interest at prime plus 1.0% (9.25% at December 31, 1996), payable monthly.

The installment note allows for maximum borrowings of $1,200,000 and is payable in monthly installments of principal and interest amortized over the life of the loan. The installment note bears interest at 8.25% annually.

The outstanding balances on the promissory note and installment loan at December 31, 1996 were $340,000 and $1,166,667, respectively. The installment loan proceeds were primarily used to repay the Company's prior obligations due to Cole Taylor Bank, which amounted to $722,489 at the time of closing.

The aggregate future annual principal maturities at December 31, 1996 are as follows:

1997	$ 740,000
1998	400,000
1999	366,667
	$ 1,506,667

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Notes to the Financial Statements
December 31, 1996 and 1995

Note 4--Lease Obligations:

The Company occupies several offices under various noncancellable operating lease agreements, the longest of which expires in 2005. The Leases generally provide for the payment of annual base rentals plus a proportionate share of operating costs (as defined). In addition, the Company is obligated under various equipment leases through 2001.

Future minimum rentals, net of sublease rentals, required under these Leases at December 31 are as follows:

Year Ending December 31,	Equipment Leases	Office Leases	Total
1997	$ 106,000	$ 845,000	$ 951,000
1998	83,000	725,000	808,000
1999	63,000	707,000	770,000
2000	58,000	707,000	765,000
2001	31,000	731,000	762,000
Thereafter	0	1,045,000	1,045,000
	341,000	4,760,000	5,101,000
Less sublease rentals	0	(295,000)	(295,000)
	$ 341,000	$4,465,000	$4,806,000

In conjunction with the acquisition of Lloyd-Thomas, the Company leased office space through September 30, 1995 from two former shareholders of Lloyd-Thomas (totaling approximately $62,000 in 1995).

Total rental expense charged to operations amounted to $1,067,000 and $1,313,000 for 1996 and 1995, respectively (net of sublease income of $76,000 in 1996 and 23,000 in 1995).

Note 5 -- Income Taxes:

The company provided for deferred income taxes in accordance with STATEMENT OF FINANCIAL ACCOUNTING STANDARD NO. 109 (SFAS NO.109), until December 31, 1993, and did not record deferred income taxes in accordance with SFAS No. 109 for the year ended December 31, 1994. Effective January 1, 1996, the Company commenced providing for deferred income taxes, resulting in a prior period adjustment of January 1, 1995, retained earnings and deferred income taxes, and December 31, 1995 deferred income taxes and income tax benefit as discussed in Note 1.

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Notes to the Financial Statements
December 31, 1996 and 1995

Note 5 -- Income Taxes, Continued:

The provision for income taxes for the years ended December 31, 1996 and 1995, consist of the following:

	1996	1995
Current--provision	$ 42,101	$ 60,282
Deferred--provision (benefit)	122,000	(47,902)
	$ 164,101	$ 12,380

The Company had essentially no current federal tax provision in both years due to utilization of federal net operating loss carryforwards to offset taxable income for the years ended December 31, 1996 and 1995, the difference between the statutory federal tax rate of 34% and the effective tax rate is due to the effect of state income taxes and nondeductible meals and entertainment costs and amortization of goodwill.

The types of temporary differences between the tax bases of assets and liabilities and their financial reporting amounts that give rise to the deferred tax Liabilities and assets at December 31, 1996 and 1995 and their approximate tax effects are as follows:

	Tax Effect 1996	Tax Effect 1995
Accounts receivable and progress billings	($1,187,000)	($1,095,000)
Allowances on receivables	250,000	119,000
Prepaids and other receivables	(52,000)	(81,000)
Deferred income	265,000	218,000
Accounts payable and accrued expenses	240,000	391,000
Depreciation	(52,000)	(40,000)
Net operating Loss carryforwards	27,000	184,000
Intangibles	13,000	(70,000)
Net current deferred tax Liability	($ 496,000)	($ 374,000)

The Company's net tax operating and capital loss carryforward which expires in years through 2011 was approximately $70,000 and $460,000 in 1996 and 1995, respectively.

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Notes to the Financial Statements
December 31, 1996 and 1995

Note 6--Stockholders' Agreement, Repurchase of Stock and Related Obligation:

Pursuant to a stockholders' agreement dated December, 1993 (as restated), upon termination of any shareholder (as defined), the Company is required (unless shareholders holding a majority of the outstanding stock agree otherwise) to purchase all of their shares not acquired by the remaining corporate shareholders, based upon a value per share, and payment terms, as provided for in the agreement. In the event of death, the Company maintains term insurance aggregating $6,200,000 on the lives of its stockholders to fund the purchase of stockholders' shares. Furthermore, the Company has the right of first refusal to acquire the outstanding shares of any selling stockholders, not acquired by the remaining corporate shareholders, pursuant to terms and conditions, as provided for in the stockholders' agreement.

The company repurchased 19,518 shares of outstanding stock from a former shareholder and officer under a settlement agreement dated December 30, 1996 for $910,000. The settlement agreement provides for the payment of $910,000 to be made in three installments; a $304,000 payment on December 31, 1996 and two payments of $303,000 to be paid by December 15, 1997 and 1998.

Note 7--Contribution to Profit-sharing Plan:

The Company maintains a defined contribution plan (which qualifies as a "401K" plan) for all eligible employees, as defined by the plan. Participants may make contributions up to 18% of their compensation (as defined) but not to exceed the maximum amount allowed by the Internal Revenue Code. On October 7, 1994, the Company amended the plan, effective January 1, 1996, to allow a Company matching of 50% of the employee contribution, up to a maximum of 3% of an employee's salary. The Company made contributions to the plan of $165,929 for 1996 and $114,486 for 1995.

Note 8--Contingencies and Commitments:

In conjunction with the Lloyd-Thomas acquisition agreement, the Company has employed certain individuals through January 31, 1998, with the right to extend the employment for an additional two-year term. In addition, the Company is required to make a payment of $335,000 on December 31, 1997, plus a one-time payment of $100,000, based on an earnings threshold (as defined) to December 31, 1997. Amounts charged to operations in 1996 and 1995 represent the aforementioned payments, plus amortization of goodwill.

During 1995, the Company was involved in litigation, which resulted in a settlement during 1996 aggregating $400,000, of which $150,000 (representing the insurance deductible) was provided for in 1995, and the remaining $250,000 was provided for in 1996 (of which $180,000 is outstanding and included in accrued expenses as of December 31, 1996).

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Consolidated Statement of Operations
For the Period January 1, 1997 through September 30, 1997
(unaudited)

Net Revenue	$ 14,185,505
Operating Expenses	11,460,528
Gross Operating Income	2,724,977
Marketing and Sales Expenses	1,440,282
Income from Operations	1,284,695
Other Expenses	
Bonus provision	1,444,433
Acquisition-related expenses	381,237
	1,825,670
Loss before Provision for Income Taxes	(540,975)
Provision for Income Taxes	(7,792)
Net Loss	$ (533,185)

VALUATION COUNSELORS GROUP, INC.
AND ITS WHOLLY OWNED SUBSIDIARY

Consolidated Statement of Cash Flows
For the Period January 1, 1997 through September 30, 1997
(unaudited)

Cash flows from operating activities:	
Net Loss	$(533,184)
Adjustments to reconcile net loss to net cash used in by operating activities:	
Depreciation and amortization	326,842
Loss on sale of fixed assets	1,235
Changes in:	
Accounts receivable	(34,425)
Other receivables, deposits and prepayments	(13,581)
Notes receivable	3,275
Accounts payable	(44,103)
Accrued liabilities	170,634
Deferred income taxes	(66,000)
Net cash used in operating activities	(189,307)
Cash flows from investing activities:	
Capital expenditures	(92,268)
Net cash used in investing activities	(92,268)
Cash flows from financing activities:	
Repayment of debt	(640,000)
Sale of treasury stock	436,250
Purchase of treasury stock	(72,545)
Exercise of stock options	615,000
Net cash provided by financing activities	338,705
Net increase in cash and cash equivalents	57,130
Cash and cash equivalents at beginning of year	41,480
Cash and cash equivalents at end of year	$ 98,610

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Zelenkofske, Axelrod & Co., Ltd.:

We have audited the accompanying balance sheet of Zelenkofske, Axelrod & Co., Ltd. (the Company) as of June 30, 1997, and the related statements of operations and retained earnings, and cash flows for the three months then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Zelenkofske, Axelrod & Co., Ltd. as of June 30, 1997 and the results of its operations and its cash flows for the three months then ended, in conformity with generally accepted accounting principles.

/s/ KPMG Peat Marwick LLP

Philadelphia, Pennsylvania
February 6, 1998

ZELENKOFSKE, AXELROD & CO., LTD.
BALANCE SHEET
JUNE 30, 1997

ASSETS

Current Assets	
Cash	$ 12,350
Accounts Receivable, Less Allowance for Doubtful Accounts of $436,162	3,378,664
Work-in-Process	159,432
Prepaid Expenses	99,849
Total Current Assets	3,650,295
Property and Equipment - at Cost, Less Accumulated Depreciation of $ 1,359,606	406,975
Other Assets	
Cash Value of Officers' Life Insurance	170,068
Other Assets	32,600
Total Other Assets	202,668
Total Assets	$ 4,259,938

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities	
Accounts Payable	$ 493,217
Accrued Liabilities	273,593
Notes Payable to Bank	1,116,670
Notes Payable to Stockholders	220,000
Notes Payable to Former Stockholders	161,086
Total Current Liabilities	2,264,566
Commitments and Contingencies	-
Stockholders' Equity	
Common Stock - $1 Par Value; 1,000 Shares Authorized - 970 Issued and 949 Outstanding	949
Additional Paid-in Capital	344,589
Treasury Stock, at Cost	(138,430)
Retained Earnings	1,788,264
Total Stockholders' Equity	1,995,372
Total Liabilities and Stockholders' Equity	$ 4,259,938

See accompanying notes to the financial statements.

ZELENKOFSKE, AXELROD & CO., LTD.
STATEMENT OF OPERATIONS AND RETAINED EARNINGS
THREE MONTHS ENDED JUNE 30, 1997

Revenues	
Fee Income	$ 2,723,769
Expenses	
Payroll, Benefits and Taxes	2,367,057
Travel	93,536
Depreciation and Amortization	79,500
Interest	42,525
Computer	21,290
Other Employee Benefits	72,357
Postage and Miscellaneous Office Expense	111,564
Provision for Bad Debts	112,592
Marketing	25,900
Professional Fees	120,940
Dues and Subscriptions	29,337
Entertainment	16,020
Rent and Occupancy	180,081
Telephone	43,831
License, Insurance and Taxes	44,549
Total Expenses	3,361,079
Net Loss	(637,310)
Retained Earnings - Beginning of Period	2,425,574
Retained Earnings - End of Period	$ 1,788,264

ZELENKOFSKE, AXELROD & CO., LTD.
STATEMENT OF CASH FLOWS
THREE MONTHS ENDED JUNE 30, 1997

Cash Flows From Operating Activities	
Net Loss	$(637,310)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:	
Depreciation and Amortization	79,500
Provision for Bad Debts	112,592
(Increase) Decrease in Current Assets	
Accounts Receivable, Net	909,864
Work-in-Process	43,046
Prepaid Expenses	(74,990)
Other Assets	(186,427)
Increase in Current Liabilities	
Accounts Payable	(280,302)
Accrued Expenses	(297,031)
Total Adjustments	306,252
Net Cash Used in Operating Activities	(331,058)
Cash Flows From Financing Activities	
Repayment of Notes Payable to Bank	(87,502)
Increase in Notes Payable to Stockholders	220,000
Decrease in Notes Payable to Former Stockholders	(13,405)
Net Cash Used in Financing Activities	119,093
Net Decrease in Cash	(211,965)
Cash - Beginning of Period	224,315
Cash - End of Period	$ 12,350
Supplemental Disclosure of Cash Flow Information:	
Cash Paid During the Period for:	
Interest	$ 42,525

See accompanying notes to the financial statements.

ZELENKOFSKE, AXELROD & CO., LTD.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 1997

NOTE 1: NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Zelenkofske, Axelrod & Co., Ltd. (the "Company") was engaged in providing accounting, attestation, and tax services, in addition to general business consulting services to a wide range of commercial, governmental and not-for-profit clients, most of which were located in Pennsylvania.

A summary of accounting policies consistently applied in the preparation of the accompanying financial statements is as follows:

A) Revenue Recognition

Revenue is recognized as services are performed.

B) Allowance for Doubtful Accounts

The Company provided an allowance for doubtful accounts equal to the estimated losses to be incurred in the collection of all receivables. The estimated losses were based on a review of the current status of the existing receivables.

C) Cash Equivalents

For purposes of the statement of cash flows, the Company considered all short-term securities purchased with a maturity of three months or less to be cash equivalents.

D) Accounts Receivable

Accounts receivable represent the total of all invoices outstanding for completed or partially completed engagements.

E) Work-in-Process

Work-in-process represents the unbilled portion of uncompleted audit, tax, and consulting engagements recognized at net realizable value.

F) Property and Equipment

The cost of property and equipment is depreciated over the estimated useful lives of the related assets. Leasehold improvements are amortized over their estimated useful lives. Depreciation is computed on the straight-line and accelerated methods for financial reporting and ACRS and MACRS for income tax purposes.

Maintenance and repairs are charged to operations when incurred. Significant betterments are capitalized. When property and equipment are sold or otherwise disposed of, the asset accounts and related accumulated depreciation accounts are relieved, and any gain or loss is included in operations.

ZELENKOFSKE, AXELROD & CO., LTD.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 1997

NOTE 1: NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

F) Property and Equipment (Continued)

The useful lives of property and equipment for purposes of computing depreciation and amortization are:

Furniture and Fixtures	7 - 12 Years
Office Equipment	5 - 12 Years
Computer Equipment	5 Years
Leasehold Improvements	31.5 Years

G) Income Taxes

The Company elected to be taxed under the provisions of Subchapter S of the applicable federal and state revenue codes. Under those provisions, the Company does not pay federal and state corporate income taxes on its taxable income. Also, the Company does not receive the benefit of net operating loss carryforwards or carrybacks. Instead, the stockholders are liable for individual income taxes on their respective shares of the Company's taxable income or loss in their individual income tax returns.

H) Use of Estimates

The preparation of financial statements in conformity with accounting and reporting practices prescribed by generally accepted accounting principles, requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE 2: SUBSEQUENT EVENT

On July 1, 1997, the Company spun-off a portion of its assets to a newly created Pennsylvania S corporation, Zelenkofske Axelrod & Co., CPA's, Inc. This new company is owned by the former stockholders of Zelenkofske, Axelrod & Co., Ltd. Also, on July 1, 1997, the Company changed its name to ZA Business Services, Inc. and, simultaneously, 100% of its ownership as well as assets aggregating to $1.7 million were acquired by International Alliance Services, Inc. (now Century Business Services).

ZELENKOFSKE, AXELROD & CO., LTD.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 1997

NOTE 3: PROPERTY AND EQUIPMENT

The following is a summary of property and equipment, at cost, less accumulated depreciation:

Furniture and Fixtures	$ 604,585
Leasehold Improvements	29,376
Office Equipment	476,424
Computer Equipment	656,196
	1,766,581
Less: Accumulated Depreciation and Amortization	1,359,606
	$ 406,975

Depreciation and amortization expense for the three months ended June 30, 1997, was $79,500.

NOTE 4: ALLOWANCE FOR DOUBTFUL ACCOUNTS

The activity in the allowance for doubtful accounts, for the three months ended June 30, 1997, was as follows:

Beginning Balance, April 1	$ 662,895
Provision for Bad Debts	112,592
Charge Offs, Net of Recoveries	(339,325)
Ending Balance, June 30	$ 436,162

There were no receivables from clients outstanding at June 30, 1997 that were considered to be individually significant.

NOTE 5: NOTES PAYABLE TO BANK

The Company maintained a line of credit with PNC Bank with a maximum amount of $2,000,000. Interest was based on prime plus 1/4%. The amount outstanding at June 30, 1997, was $450,000. The interest rate as of June 30, 1997 was 8.5%. The line was secured by all assets of the Company.

The Company had five notes payable to PNC Bank totaling $666,670. On July 1, 1997, the Company paid off these notes. Interest payable on the notes was based on prime plus 1/4%.

ZELENKOFSKE, AXELROD & CO., LTD.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 1997

NOTE 6: EMPLOYEE RETIREMENT PLAN

The Company maintained a plan under which eligible employees were able to defer a portion of their annual compensation, up to a maximum of 15%, pursuant to Section 401(k) of the Internal Revenue Code. Substantially all employees were eligible to participate. The Company matched contributions on a discretionary basis as determined by the board of directors. Employees vested in their portion of the Company's contributions, if any, at the rate of 20% for each year of service. There were no Company contributions to the plan for the three month period ended June 30, 1997.

NOTE 7: COMMITMENTS AND CONTINGENCIES

The former stockholders of Zelenkofske, Axelrod & Co., Ltd. are guarantors of the accounts receivable and work-in-process accounts that were retained by ZA Business Services, Inc. on July 1, 1997, as a result of the change in ownership. If any of these accounts are subsequently deemed to be uncollectible by ZA Business Services, Inc., the former stockholders will reimburse Century Business Services for these amounts.

On March 31, 1997, the health care consulting division of the Company was sold to an independent entity, ZA Consulting, Inc. (ZAC). As a result of this transaction, ZAC assumed a liability to a former shareholder. At June 30, 1997, the Company was a contingent guarantor on this liability up to a maximum of $1,000,000. The guarantee decreases annually by $200,000 until it expires on March 31, 2002. This guarantee was assumed on July 1, 1997, by Zelenkofske Axelrod & Co., CPA's, Inc., a successor in interest.

This maximum guarantee decreases as follows:

March 31,	
1998	$800,000
1999	$600,000
2000	$400,000
2001	$200,000

The Company leased office space at the 101 West Avenue building in Jenkintown, Pennsylvania, from APH Associates on a lease, which will expire on May 31, 2000. Additionally, the Company leased a second office space at the 101 West Avenue building from Lincoln Investment Associates. The Company and ZAC are jointly liable for this commitment which will expire on May 31, 2000.

The future minimum lease payments under these operating leases, as of June 30, 1997, were as follows:

Year Ending June 30,	
1998	$ 604,657
1999	604,657
2000	554,269
	$ 1,763,583

Office rental expense for the three months ended June 30, 1997, was $157,257.

ZELENKOFSKE, AXELROD & CO., LTD.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 1997

NOTE 8: RELATED PARTY TRANSACTIONS

As of June 30, 1997, the Company had a note payable to current shareholders of $220,000 payable on December 31, 1997 with interest at 8.25%. This liability was assumed by Zelenkofske Axelrod & Co., CPA's, Inc., a successor in interest, on July 1, 1997.

Independent Auditors' Report

The Board of Directors
Health Administration Services, Inc.:

We have audited the accompanying balance sheet of Health Administration Services, Inc. as of December 18, 1997 and the related statements of income, changes in stockholders' equity and cash flows for the period from January 1, 1997 to December 18, 1997. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Health Administration Services, Inc. as of December 18, 1997, and the results of its operations and cash flows for the period from January 1, 1997 to December 18, 1997 in conformity with generally accepted accounting principles.

/s/ KPMG Peat Marwick LLP
Houston, Texas
January 28, 1998

HEALTH ADMINISTRATION SERVICES, INC.

BALANCE SHEET

December 18, 1997

Assets

Current assets:	
Cash and cash equivalents	$ --
Accounts receivable - trade, net of allowance for doubtful accounts of $17,000 in 1997	751,848
Prepaid expenses	106,686
Total current assets	858,534
Property and equipment, net of accumulated depreciation and amortization	683,840
Total assets	1,542,374

Liabilities and Stockholders' Equity

Current liabilities:	
Book overdraft	$ 173,353
Notes payable	38,000
Long-term debt, current portion (note 4)	84,252
Interest-bearing loans from stockholders, current portion (note 5)	53,305
Accounts payable and accrued expenses	831,095
Deferred state income tax	28,000
Total current liabilities	1,208,005
Long-term debt, net of current portion (note 4)	29,871
Other liabilities	59,585
Total liabilities	1,297,461
Commitments (notes 6 and 7)	
Stockholders' equity:	
Common stock, $1 par value, 1,000,000 shares authorized; 7,000 shares issued and outstanding	7,000
Additional paid-in capital	120,000
Retained earnings	117,913
Total stockholders' equity	244,913
Total liabilities and stockholders' equity	$1,542,374

See accompanying notes to financial statements.

HEALTH ADMINISTRATION SERVICES, INC.

STATEMENT OF INCOME

For the period from January 1,1997 to December 18, 1997

Fee income	$ 7,586,199
Costs and expenses:	
Payroll and related payroll expenses	5,174,904
Advertising	3,508
Computer expenses	463,524
Depreciation and amortization	298,141
Rent	323,834
Postage and printing	380,512
Insurance expense	313,095
Professional fees	167,999
Other	788,050
Total costs and expenses	7,913,567
Loss from operations	(327,368)
Other income (expense):	
Gain (loss) on disposition of assets	(601)
Interest income	485
Interest expense	(50,329)
Total other expense, net	(50,445)
Loss before provision for state income tax	(377,813)
Provision for state income tax	--
Net loss	$ (377,813)

See accompanying notes to financial statements.

HEALTH ADMINISTRATION SERVICES, INC.

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

For the period from January 1, 1997 to December 18, 1997

	Common stock	Paid-in capital	Retained earnings	Total stockholders' equity
Balance at January 1, 1997	$ 7,000	--	495,726	502,726
Additional paid-in capital	--	120,000	--	120,000
Net loss	--	--	(377,813)	(422,726)
Balance at December 18, 1997	$ 7,000	120,000	117,913	200,000

See accompanying notes to financial statements.

HEALTH ADMINISTRATION SERVICES, INC.
STATEMENT OF CASH FLOWS

For the period from January 1, 1997 to December 18, 1997

Cash flows from operating activities:	
Net loss	$(377,813)
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	298,141
Loss on disposition of assets	601
Effects of changes in operating assets and liabilities:	
Accounts receivable - trade, net	55,807
Prepaid expenses	(14,525)
Accounts payable and accrued expenses	434,481
Liability for deferred compensation	(152,500)
Other liabilities	238
Net cash provided by operating activities	244,430
Cash flows from investing activities:	
Capital expenditures for property and equipment	(64,447)
Proceeds from disposition of assets	700
Net cash used in investing activities	(63,747)
Cash flows from financing activities:	
Net repayments under revolving line of credit agreement and short-term notes payable	(405,000)
Book overdraft	173,353
Borrowings on loans from stockholders	155,000
Borrowings on long-term debt	176,649
Principal payments on long-term debt	(130,649)
Principal payments on loans from stockholders	(463,467)
Additional paid-in capital	120,000
Additional paid-in capital	(374,114)
Net decrease in cash and cash equivalents	(193,431)
Cash and cash equivalents at beginning of year	193,431
Cash and cash equivalents at end of year	$ --
Supplemental disclosure - cash paid for interest	$ 50,329

See accompanying notes to financial statements.

HEALTH ADMINISTRATION SERVICES, INC.
NOTES TO FINANCIAL STATEMENTS
December 18, 1997

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Health Administration Services, Inc. (the Company) provides health care management services designed to control employer health care costs and monitor patterns of treatment provided. The Company offers a broad range of integrated services including group health claims administration, utilization reviews and case management, psychiatric/chemical dependency utilization review and case management, development of provider networks, pre-determination and claims appeal review, data analysis and reporting. The Company also assists employers to better manage the rising costs associated with workers' compensation through claims administration investigation, safety and the analysis of funding alternatives.

The Company's business strategy is to market a broad range of integrated health care management services to new and existing clients and to develop new services responsive to industry trends and the needs of its clients. The Company has integrated its services so that it operates utilizing the same on-line database system for claims histories, eligibility and benefit coverage information, utilization review determinations and provider fee arrangements.

As of December 18, 1997, the Company was merged into an Ohio Corporation called IASI Acquisition D Co., which was a subsidiary of International Alliance Services, Inc. Subsequently, IASI Acquisition D Co. changed its name to Health Administration Services, Inc.

The following summarizes the other significant accounting and reporting policies used in the preparation of the accompanying financial statements.

REVENUE RECOGNITION

Revenue is earned as services are provided based upon fee schedules for each type of service.

PROPERTY AND EQUIPMENT

Property and equipment is stated at cost, less accumulated depreciation and amortization. Depreciation and amortization expense is computed on the straight-line and accelerated methods over the estimated useful lives of the related assets. Expenditures for additions, major renewals and betterments are capitalized, and maintenance and repairs are charged to expense as incurred.

The costs of assets retired or otherwise disposed of and the related accumulated depreciation and amortization are eliminated from the accounts in the year of disposal and the resulting gain or loss is credited or charged to operations.

(Continued)

HEALTH ADMINISTRATION SERVICES, INC.
NOTES TO FINANCIAL STATEMENTS

INCOME TAXES

The Company has elected S corporation status for federal income tax purposes for the period ended which provides that, in most cases, the taxable earnings of the corporation flow through and are taxed to its stockholders. Therefore, a provision for current federal income taxes is not included in the accompanying financial statements. This election terminates from the effective date of the merger into IASI Acquisition D Company.

Deferred tax is accounted for in accordance with the liability method of accounting for income taxes pursuant to Statement of Financial Accounting Standards No. 109. Accordingly, a deferred income tax has been recorded to reflect the tax consequences on future years of differences between the tax basis of assets and liabilities and their financial amounts at year end. Deferred state income tax results primarily from temporary differences due to the use of cash basis accounting and accelerated depreciation methods for tax purposes. The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to their estimated net realizable value.

CASH AND CASH EQUIVALENTS

For purposes of reporting cash flows, cash and cash equivalents include cash on hand and in banks and other short-term highly liquid investments with an original maturity of three months or less.

EMPLOYEE HEALTH PLAN

The Company is primarily self-insured for its employee major medical and short-term disability coverage plan. Under the plan, the Company is liable for claims, subject to stop-loss coverage provided by an independent insurance carrier that limits the Company's liability to a specified amount per plan participant and a specified aggregate amount in total. The self-insurance claim liability is determined based on claims reported and an estimate of claims incurred but not reported.

CONCENTRATION OF CREDIT RISK

The Company maintains deposits in demand accounts with a major bank which exceed the federally insured limit of $100,000 from time to time. The Company has not incurred losses related to these deposits.

The Company provides services and grants credit to customers located primarily in the state of Texas and does not generally require collateral. Approximately 65% of these customers are school districts. Customer credit records are reviewed on a regular basis, and an allowance is provided for accounts which are questionable as to collectibility. Credit losses have historically been minimal and within management's expectations.

(Continued)

HEALTH ADMINISTRATION SERVICES, INC.
NOTES TO FINANCIAL STATEMENTS

The Company is not party to any financial instruments which would have off-balance sheet credit or interest rate risk.

OVERALL EFFECT OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(2) PROPERTY AND EQUIPMENT

A summary of property and equipment and related accumulated depreciation and amortization follows:

Asset description	Useful years	1997
Office furniture and fixtures	5 - 10 years	$ 210,077
Computer software	3 - 5 years	647,408
Automobiles	5 years	97,800
Office equipment	5 - 10 years	1,411,558
Leasehold improvements	3 - 5 years	44,835
Total property and equipment		2,411,678
Less accumulated depreciation and amortization		1,727,838
Net property and equipment		$ 683,840

(3) NOTES PAYABLE

Notes payable consisted of the following at December 18, 1997:

Revolving line of credit with a bank for $300,000, interest payable monthly at the current prime rate (8.50% at December 18, 1997), outstanding principal and accrued interest payable on July 31, 1998, collateralized by accounts receivable and equipment, guaranteed by the Company's stockholders	$ 38,000

The line of credit agreement contains a covenant stating that the total principal outstanding, at any time, shall not exceed the lesser of 80% of accounts receivable no older than 60 days from invoice date or $300,000.

(Continued)

HEALTH ADMINISTRATION SERVICES, INC.
NOTES TO FINANCIAL STATEMENTS

(4) LONG-TERM DEBT

The following is a schedule of long-term debt at December 31, 1997:

Note payable to a bank bearing interest at the prime rate, due in monthly payments of $3,733 plus interest through August 1999, collateralized by certain computer equipment and cross-collateralized with the $300,000 revolving line of credit	$ 74,667
Note payable to a bank bearing interest at the prime rate, due in monthly payments of $2,000 plus interest through August 1998, collateralized by certain equipment and cross-collateralized with the $300,000 revolving line of credit	14,000
Note payable to a corporation bearing interest at 8.9%, due in monthly installments of $911 including interest through September 1998, collateralized by certain equipment	8,749
Other	16,707
	114,123
Less current portion	84,252
Long-term debt, net of current portion	$ 29,871

(5) INTEREST-BEARING LOANS FROM STOCKHOLDERS

The following is a schedule of the interest-bearing loans from stockholders at December 18, 1997:

Uncollateralized notes payable to stockholders, bearing interest at 9. 5% per year, due in monthly installments totaling $13,591, including interest, through June 1998	$ 53,305

Interest expense incurred on loans from stockholders totaled $29,340 in 1997.
Future principal maturities of long-term debt and interest-bearing loans from stockholders is as follows:

Year ending December 18,	
1998	$ 137,557
1999	29,871
	$ 167,428

(Continued)

HEALTH ADMINISTRATION SERVICES, INC.
NOTES TO FINANCIAL STATEMENTS

(6) COMMITMENTS

The Company leases its office space under a noncancelable operating lease. The lease agreement provides for accelerating payments over the term of the lease, with a renewal option to extend the lease for an additional five years. Rent expense is recorded on a prorated basis over the life of the lease. A liability has been recorded for the rent expense charged to operations in excess of rental payments actually made.

The following is a schedule of the future minimum rental payments required under the office lease:

1998	$ 282,912
1999	292,992
2000	98,784
	$ 674,688

The Company incurred rent expense of $276,192 in 1997.

The Company manages and markets a preferred provider organization (PPO) service and has agreed to make distributions of 50% of the net profit in excess of 15% of such PPO revenue to the founders of the PPO to reimburse such founders up to the amount of their original investment. As of December 18, 1997, the founders' unrecovered investment had been reduced to $27,542.

The Company purchased software in 1994 under the terms of a software license agreement that requires the payment of future license fees. Included in other noncurrent liabilities and accounts payable at December 18, 1997 is $32,475 related to future license fees which is payable in annual installments of $32,475 through 1998.

(7) EMPLOYEE RETIREMENT PLAN

During 1993, the Company established a qualified defined contribution savings plan under Section 401(k) of the Internal Revenue Code which covers all full-time employees once they have completed one full year of service. Under the plan, eligible participating employees may elect to contribute up to 15% of their salaries. The Company matches 50% of a participant's voluntary contribution up to 1.5% of their salary. Participants are at all times fully vested in their contributions and the Company's contributions vest to the participants over a five year period of continued employment. In addition, the Company may make annual discretionary contributions. Contributions made by the Company and charged to expense totaled $33,042 in 1997.

Independent Auditors' Report

THE BOARD OF DIRECTORS AND STOCKHOLDERS OF
SHENKIN KURTZ BAKER & CO., P.C.:

We have audited the accompanying consolidated balance sheet of Shenkin Kurtz Baker & Co., P.C. and subsidiary as of December 7, 1997, and the related consolidated statements of income, stockholders' equity, and cash flows for the period from January 1, 1997 to December 7, 1997. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with Generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Shenkin Kurtz Baker & Co., P.C. and subsidiary as of December 7, 1997, and the results of their operations and their cash flows for the period from January 1, 1997 to December 7, 1997, in conformity with generally accepted accounting principles.

/s/ KPMG Peat Marwick LLP

Denver, Colorado
January 26, 1998

SHENKIN KURTZ BAKER & CO., P.C.
AND SUBSIDIARY

CONSOLIDATED BALANCE SHEET

DECEMBER 7, 1997

Assets	
Cash	$ 25,452
Accounts receivable - trade, net of allowance for doubtful accounts of $375,000	610,069
Work-in-progress	276,271
Prepaid expenses	47,255
Current assets	959,047
Fixed assets (including accumulated depreciation of $441,774)	583,060
Other assets	198
Total assets	$ 1,542,305
Liabilities and Stockholders' Equity	
Liabilities:	
Accounts payable	$ 46,331
Notes payable - shareholders	100,000
Financial retainers	74,881
Accrued payroll	77,284
Accrued expenses and other	56,865
Current liabilities	355,361
Total liabilities	355,361
Stockholders' equity:	
Common stock, no par value, 25,000,000 shares authorized; 538,000 shares issued and 526,500 shares outstanding	-
Additional paid-in capital	277,304
Treasury stock	(41,100)
Retained earnings	950,740
Total stockholders' equity	1,186,944
Total liabilities and stockholders' equity	$ 1,542,305

See accompanying notes to consolidated financial statements.

SHENKIN KURTZ BAKER & CO., P.C.
AND SUBSIDIARY

CONSOLIDATED STATEMENT OF INCOME

PERIOD FROM JANUARY 1, 1997 TO DECEMBER 7, 1997

Fee income	$ 4,497,665
Direct expenses	2,467,784
Gross profit	2,029,881
Indirect expenses	2,370,096
Loss from operations	(340,215)
Other income, net	27,744
Net loss	$ (312,471)

See accompanying notes to consolidated financial statements.

SHENKIN KURTZ BAKER & CO., P.C.
AND SUBSIDIARY

Consolidated Statement of Stockholders' Equity

Period From January 1, 1997 to December 7, 1997

	Common Stock		Additional		Treasury stock		
	Shares	Amount	Paid-In Capital	Retained Earnings	Shares	Amount	Total
Balance as of January 1, 1997	523,000	-	63,830	1,263,211	-	-	1,327,041
Net loss	-	-	-	(312,471)	-	-	(312,471)
Sale of stock	15,000	-	213,474	-	-	-	213,474
Purchase of treasury stock	-	-	-	-	(11,500)	(41,100)	(41,100)
Balance as of December 7, 1997	538,000	$ -	277,304	950,740	$ (11,500)	(41,100)	$ 1,186,944

See accompanying notes to consolidated financial statements.

SHENKIN KURTZ BAKER & CO., P.C.
AND SUBSIDIARY

CONSOLIDATED STATEMENT OF CASH FLOWS

PERIOD FROM JANUARY 1, 1997 TO DECEMBER 7, 1997

Cash flows from operating activities:	
Net loss	$(312,471)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Depreciation	74,012
Allowance for doubtful accounts	232,000
Changes in the following items:	
Accounts receivable	(63,895)
Work-in-progress	(18,059)
Prepaid expenses	(20,966)
Accounts payable	46,331
Accrued expenses	133,865
Net cash provided by operating activities	70,817
Cash flows from investing activities - Purchase of property and equipment	(150,436)
Cash flows from financing activities:	
Proceeds from shareholders' notes payable	100,000
Repayment of notes payable	(243,348)
Sale of stock	213,474
Purchase of treasury stock	(41,100)
Net cash provided by financing activities	29,026
Net decrease in cash	(50,593)
Cash at beginning of year	76,045
Cash at end of year	$ 25,452

See accompanying notes to consolidated financial statements.

SHENKIN KURTZ BAKER & CO., P.C.
AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 7, 1997

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(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION

Shenkin Kurtz Baker & Co., P.C., (SKB or the Company) is a certified public accounting firm. Formed in 1975, the firm offers services in areas of tax planning and compliance, investment banking, outsourcing, dispute resolution, accounting services, mergers and acquisitions, business valuation and family office, primarily in Denver, Colorado.

BASIS OF CONSOLIDATION

The Company's consolidated financial statements include the accounts of its wholly-owned subsidiary, SKB Corboy, Inc. (SKB Corboy). SKB Corboy is a registered securities broker/dealer. All significant intercompany accounts and transactions have been eliminated.

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting and reporting practices prescribed by generally accepted accounting principles, requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

CASH AND CASH EQUIVALENTS

For purposes of the statement of cash flows, the Company considers all short-term securities purchased with a maturity of three months or less to be cash equivalents.

REVENUE RECOGNITION

Revenues are recognized as services are performed. The allowance for doubtful accounts generally includes accounts which are in excess of 120 days old.

WORK-IN-PROGRESS

Work-in-progress represents the unbilled portion of uncompleted services recognized at net realizable value.

PROPERTY AND EQUIPMENT

Depreciation and amortization of property and equipment are provided by the use of the straight line and accelerated methods over the estimated useful lives of the assets. Adjustments of the assets and the related depreciation accounts are made for retirements and disposals with the resulting gain or loss included in operations. Leasehold improvements are depreciated over a 39-year period. All other assets are depreciated over 3 to 7 years.

SHENKIN KURTZ BAKER & CO., P.C.
AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED

INCOME TAXES

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

SKB is a C Corporation for tax purposes. The Company had no current taxable income for the period from January 1, 1997 to December 7, 1997. The Company holds a 100% valuation allowance on deferred tax assets of approximately $143,000 at December 7, 1997. Such assets primarily represent the allowance for doubtful accounts. The provision for income taxes during the period from January 1, 1997 to December 7, 1997 differs from amounts expected by applying the statutory income tax rate of 34% primarily due to an increase in the valuation allowance of approximately $90,000.

(2) CONCENTRATION OF CREDIT RISK

During the period from January 1, 1997 to December 7, 1997, revenue from 12 major clients amounted to approximately 22% of revenues. Accounts receivable related to these major clients was approximately $73,000 at December 7, 1997.

(3) NOTES PAYABLE

At December 31, 1996, the firm had a tenant improvement loan from Norwest Bank of approximately $243,000. Terms of the loan were 9% fixed interest for a term of sixty months, monthly payments of $5,190 due at the last day of each month. The loan was to mature October 31, 2001. The loan was paid in full on August 7, 1997.

On December 7, 1997, the two largest SKB shareholders made loans to the firm in the amounts of $75,000 from Stephen S. Kurtz and $25,000 from Thomas R. Hoffman. The funds were for operating capital. The two shareholders received notes payable on demand, bearing interest at the rate of 9%. The notes payable are unsecured.

(4) COMMITMENTS

The firm leases its office space from a related party, SKB Building Company, LLC. SKB Building Company, LLC, is owned by the same shareholders as SKB. For the period from January 1, 1997 through December 7, 1997, SKB paid SKB Building Company, LLC, approximately $268,000 in rent. Gross annual rental payments under this lease are as follows:

1998	$ 326,466
1999	326,466
2000	326,466
2001	163,233

SHENKIN KURTZ BAKER & CO., P.C.
AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED

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(5) STOCKHOLDERS' EQUITY

During October 1997, SKB's board of directors approved a five-hundred-for-one stock split. The shares disclosed reflect this change.

(6) EMPLOYEE RETIREMENT PLAN

The Company maintained a plan under which eligible employees were able to defer a portion of their annual compensation up to a maximum of 15% of their salary or the maximum amount permitted pursuant to Section 401(k) of the Internal Revenue Code. The Company has the ability to make contributions on a discretionary basis as determined by the board of directors. There were no Company contributions to the plan for the period from January 1, 1997 to December 7, 1997.

(7) SUBSEQUENT EVENT

On December 8, 1997, 100% of the outstanding common stock of SKB was acquired by International Alliance Services Inc. (now known as Century Business Services). In connection with this transaction, and as required by the Purchase and Sale Agreement, SKB spun-off certain operations to a new Colorado limited liability company, Shenkin Kurtz Baker & Co., LLC (the LLC). The members of the LLC include the former shareholders of SKB prior to SKB's purchase by Century Business Services.

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Robert D. O'Byrne and Associates, Inc. and
The Grant Nelson Group, Inc.:

We have audited the accompanying combined balance sheet of Robert D. O'Byrne and Associates, Inc. and The Grant Nelson Group, Inc. (the Company) as of December 31, 1997 and the related combined statements of operations, stockholders' equity and cash flows for the year then ended. These combined financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these combined financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the combined financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall combined financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the combined financial position of Robert D. O'Byrne and Associates, Inc. and The Grant Nelson Group, Inc. as of December 31, 1997 and the results of their combined operations and cash flows for the year then ended, in conformity with generally accepted accounting principles.

/s/ KPMG Peat Marwick LLP

February 13, 1998
Kansas City, Missouri

ROBERT D. O'BYRNE AND ASSOCIATES, INC. AND
THE GRANT NELSON GROUP, INC.

Combined Balance Sheet

December 31, 1997

ASSETS	
Current assets:	
Cash	$ 472,404
Commissions receivable (net of allowance of approximately $133,000)	1,641,970
Accounts receivable	21,119
Current portion of note receivable (note 8)	80,866
Receivable from stockholder (note 9)	325,000
Other assets	208,348
Total current assets	2,749,707
Furniture, fixtures and equipment	1,206,976
Less accumulated depreciation	926,781
Net property and equipment	280,195
Noncurrent assets:	
Excess cost over fair value of net assets acquired (net of amortization of approximately $313,000) (note 2)	1,185,833
Deferred income taxes (note 10)	409,662
Note receivable, less current portion (note 8)	80,325
Other assets	48,591
Total noncurrent assets	1,724,411
Total assets	$ 4,754,313

See accompanying notes to combined financial statements.

ROBERT D. O'BYRNE AND ASSOCIATES, INC. AND
THE GRANT NELSON GROUP, INC.

Combined Balance Sheet

December 31, 1997

LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liabilities:	
Accrued commissions payable	$ 452,334
Accounts payable and other liabilities	1,726,538
Income taxes payable	170,849
Current portion of note payable to former stockholder (note 3)	25,694
Current portion of other notes payable (note 4)	116,942
Current portion of amount due under deferred compensation agreement (note 11)	80,000
Total current liabilities	2,572,357
Long-term obligations, less current portion:	
Note payable to former stockholder (note 3)	889,204
Other notes payable (note 4)	452,849
Amounts due under deferred compensation arrangement (note 11)	334,360
Total noncurrent liabilities	1,676,413
Total liabilities	4,248,770
Stockholders' equity (note 5):	
Capital stock	2,006,650
Additional paid-in capital	7,859,402
Retained earnings	(8,428,753)
Treasury stock	(931,756)
Total stockholders' equity	505,543
Commitments and contingencies (note 7)	
Total liabilities and stockholders' equity	$ 4,754,313

ROBERT D. O'BYRNE AND ASSOCIATES, INC. AND
THE GRANT NELSON GROUP, INC.

Combined Statement of Operations

Year ended December 31, 1997

Revenues	$ 17,052,730
Operating expenses:	
Compensation and benefits	13,136,353
Office operations	2,692,442
Other	1,593,232
Total operating expenses	17,422,027
Operating loss	(369,297)
Interest expense	171,958
Loss before income taxes and extraordinary item	(541,255)
Income tax benefit	218,781
Loss before extraordinary item	(322,474)
Extraordinary item - gain on extinguishment of notes payable (notes 5, 10)	106,100
Net loss	$ (216,374)

See accompanying notes to combined financial statements.

ROBERT D. O'BYRNE AND ASSOCIATES, INC. AND
THE GRANT NELSON GROUP, INC.

Combined Statement of Stockholders' Equity

Year ended December 31, 1997

	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Total
Balance, December 31, 1996	$ 2,004,000	7,862,052	(8,212,379)	(931,656)	722,017
Purchase of treasury stock	-	-	-	(100)	(100)
Issuance of common stock	2,650	(2,650)	-	-	-
Net loss	-	-	(216,374)	-	(216,374)
Balance, December 31, 1997	$ 2,006,650	7,859,402	(8,428,753)	(931,756)	505,543

See accompanying notes to combined financial statements.

ROBERT D. O'BYRNE AND ASSOCIATES, INC. AND
THE GRANT NELSON GROUP, INC.

Combined Statement of Cash Flows

Year ended December 31, 1997

Cash flows from operating activities:	
Net loss	$ (216,374)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation and amortization	187,467
Gain on extinguishment of notes payable to former stockholder	(106,100)
Changes in assets and liabilities:	
Commissions receivable	(187,359)
Accounts receivable	65,403
Deferred income tax asset	(297,024)
Other assets	127,462
Accrued commissions payable	(134,476)
Accounts payable and other liabilities	940,445
Deferred compensation	(40,696)
Payable to stockholders	23,584
Income taxes payable	30,849
Other liabilities	50,188
Net cash provided by operating activities	443,369
Cash flows from investing activities:	
Net purchase of furniture, fixtures and equipment	(88,392)
Purchase of treasury stock	(100)
Other investing activities, net	(166,334)
Net cash used in investing activities	(254,826)
Cash flows from financing activities:	
Proceeds advanced on note receivable from stockholder	(325,000)
Proceeds from principal payments on note receivable	20,000
Principal payments on notes payable to former stockholders	(752,658)
Proceeds from other notes payable	311,791
Net cash used in financing activities	(745,867)
Decrease in cash	(557,324)
Cash at beginning of year	1,029,728
Cash at end of year	$ 472,404
Cash paid for interest	$ 175,395

See accompanying notes to combined financial statements.

ROBERT D. O'BYRNE AND ASSOCIATES, INC. AND
THE GRANT NELSON GROUP, INC.

Notes to Combined Financial Statements

December 31, 1997

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(1) ORGANIZATION

Robert D. O'Byrne and Associates, Inc. (RDOB) and The Grant Nelson Group, Inc. (GNG) (collectively, the Company) provide insurance brokerage and consulting services to a wide variety of commercial, industrial, institutional and governmental organizations. Commission revenue is principally generated through the negotiation and placement of insurance for its clients.

On December 31, 1997, Century Business Services, Inc. (CBS) acquired all the outstanding shares of the Company in exchange for 872,400 shares of CBS common stock and cash and notes aggregating $6,355,102. In addition, CBS paid the remaining balance due under the note payable to stockholder discussed in note 3. The effect of these transactions have not been reflected in the combined financial statements.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) BASIS OF PRESENTATION

RDOB and GNG are controlled by substantially the same group of stockholders and, accordingly, the Company has presented their financial position and results of operations on a combined basis. Intercompany transactions and balances have been eliminated in the consolidation.

The preparation of combined financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the combined financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(b) REVENUES

Revenues include insurance commissions and fees for services rendered. Insurance commissions are recorded as revenue when earned.

(c) EXCESS COST OVER FAIR VALUE OF NET ASSETS ACQUIRED

GNG has acquired certain other companies in previous years. Those companies provided similar services to their customers as GNG and RDOB provide to their customers. The companies were generally acquired for cash in transactions accounted for as purchases. The excess of the purchase price over the net assets acquired has been recorded by GNG as goodwill. Such goodwill is being amortized over periods ranging from twenty to twenty-five years.

(d) FURNITURE, FIXTURES AND EQUIPMENT

Furniture, fixtures and equipment are stated at cost, less accumulated depreciation. Such assets are depreciated using the straight-line and declining methods over five to seven years. Major replacements and betterments are capitalized while normal maintenance and repairs are charged to expense when incurred.

(Continued)

ROBERT D. O'BYRNE AND ASSOCIATES, INC. AND
THE GRANT NELSON GROUP, INC.

Notes to Combined Financial Statements

(e) INCOME TAXES

RDOB and GNG file separate federal and state income tax returns and, accordingly, the accompanying combined financial statements reflect the income tax of both entities. Deferred taxes have been provided for the effect of temporary differences between pre-tax income for financial reporting and income tax purposes.

(3) NOTE PAYABLE TO FORMER STOCKHOLDER

RDOB is obligated under a note payable to a former stockholder, dated January 1997, with an original amount of $931,656 which represented the purchase price for the former stockholder's interest in RDOB. Under the terms of the agreement, the note is paid in quarterly installments of principal and interest of 15% aggregating approximately $40,000 through 2011. In connection with the CBS transaction referred to in note 1, this note was repaid by CBS in January 1998.

(4) OTHER NOTES PAYABLE

The Company's other notes payable at December 31, 1997 are as follows:

Unsecured notes payable to stockholders of GNG, bearing interest at 6%, due 2001	$ 258,000
Note payable to bank, bearing interest at 9%, due in monthly payments of $7,816 through 2000, secured by commissions receivable	245,333
Amount due to former employee under the provisions of a termination agreement, payable in equal monthly installments of $1,928, including interest of 9%, through April 2001	66,458
	569,791
Less current portion	116,942
	$ 452,849

Additionally, the Company has a line of credit agreement with a bank in the amount of $755,000 under which there were no advances as of December 31, 1997.

(continued)

ROBERT D. O'BYRNE AND ASSOCIATES, INC. AND
THE GRANT NELSON GROUP, INC.

Notes to Combined Financial Statements

(5) STOCKHOLDERS' EQUITY

The stockholders' equity accounts of RDOB and GNG at December 31, 1997 are as follows:

RDOB:	
Common stock, $1 par value, 500,000 shares authorized, 6,650 shares issued	$ 6,650
Additional paid-in capital	44,889
Retained earnings	414,798
Treasury stock, 1,000 shares at cost	(931,656)
Total	$ (465,319)
GNG:	
Common stock, $1 par value, 3,000,000 shares authorized, 2,000,000 shares issued	$ 2,000,000
Additional paid-in capital	7,814,513
Retained earnings	(8,843,551)
Treasury stock, 1,140,000 shares at cost	(100)
Total	$ 970,862

During 1996, RDOB purchased 1,000 shares of stock for the treasury from a former stockholder in exchange for a note payable of $931,656 (see note 3).

During 1997, GNG purchased 1,140,000 shares of common stock for the treasury for $100. In connection with that transaction, GNG also settled notes payable to that former stockholder aggregating $842,000 in exchange for a cash payment by GNG of $735,900. The resulting gain on extinguishment of that debt of $106,100 has been reflected as an extraordinary item in the accompanying combined financial statements.

(6) LEASES

The Company is obligated under noncancelable operating leases for office facilities, furniture and equipment. Included in the expense of office operations is rent expense of approximately $1,206,000 for 1997. Future minimum lease payments under operating leases are as follows:

Year	Amount
1998	$ 1,192,000
1999	1,134,000
2000	601,000
2001	565,000
2002	366,000
	$ 3,858,000

(continued)

ROBERT D. O'BYRNE AND ASSOCIATES, INC. AND
THE GRANT NELSON GROUP, INC.

Notes to Combined Financial Statements

It is expected that the Company will renew or replace such leases for office facilities as they expire and, accordingly, future rent expense will approximate the 1997 amount.

(7) CONTINGENT LIABILITIES

The Company is a party to certain claims and legal actions arising during the ordinary course of business. In the opinion of management, after consultation with legal counsel, resolution of these matters will not have a material adverse effect on the combined financial statements of the Company.

(8) NOTE RECEIVABLE

The Company has a noninterest bearing note receivable, dated October 1995, from an individual originally amounting to $230,651 which represented an amount due under the terms of a sublease agreement. Under the terms of the note, the remaining payments, aggregating $161,191, are due in equal installments on September 1997 and September 1998. Although the payment due September 1997 has not yet been received, management believes such amount is collectible.

(9) RECEIVABLE FROM STOCKHOLDER

During 1997, the Company advanced $325,000 under a short-term note receivable, bearing interest at 9.5%, to a stockholder.

(10) INCOME TAXES

The components of total income tax benefit, including a state tax benefit of $38,000, for the year ended December 31, 1997 are as follows:

Current	$ 62,000
Deferred	(281,000)
Income tax benefit	$ (219,000)

Income taxes for 1997 as presented differ from amounts computed by applying the statutory federal income tax rate of 34% to the combined loss before extraordinary item as a result of the following:

Expected income tax benefit	$ (184,000)
State income tax benefit, net	(15,000)
Nondeductible professional fees	41,000
Amortization of goodwill	15,000
Meals and entertainment	13,000
Utilization of net operating loss carryforward	(93,000)
Other	4,000
	$ (219,000)

(Continued)

ROBERT D. O'BYRNE AND ASSOCIATES, INC. AND
THE GRANT NELSON GROUP, INC.

Notes to Combined Financial Statements

At December 31, 1996, GNG had a federal net operating loss carryforward of approximately $3,137,000. Approximately $500,000 of this carryforward was used in 1997. As a result of the transaction referred to in note 5, the Company lost substantially all of the remaining unused carryforward. No deferred tax asset has been recorded for the remaining carryforward. The use of the carryforward reduced taxes that would have otherwise have been accrued on GNG's operating profit, as well as eliminated the tax that would have been payable on the gain resulting from the extinguishment of debt.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 1997 are as follows:

Deferred tax assets:	
Deferred compensation	$ 422,000
Accrued expenses	105,000
Other	21,000
Total deferred tax assets	548,000
Deferred tax liabilities:	
Furniture, fixtures and equipment, due to differences in depreciation	69,000
Other	69,000
Total deferred tax liabilities	138,000
Net deferred tax asset	$ 410,000

A valuation allowance relating to the deferred tax assets set forth above was not considered necessary because, in management's opinion, it is more likely than not that such amounts will be realized in the future.

(11) DEFERRED COMPENSATION, BONUSES AND EMPLOYER BENEFIT AGREEMENTS

The deferred compensation obligation recorded in the accompanying combined financial statements is payable to a former officer and stockholder of GNG under an employment agreement dated October 1, 1995. Under the provisions of that agreement, GNG is making annual payments of $80,000 through 2003. GNG recorded the present value of such payments using an interest rate of 9%. The Company is also obligated under several other deferred compensation agreements under which the former employee receives payments based upon future commission revenues earned by the Company from certain customers previously served by the former employees. Because the amounts of such payments are based upon future revenues, no accrual for future payments has been made in the accompanying combined financial statements. Total payments charged to 1997 compensation and benefits expense aggregated $350,708.

(Continued)

ROBERT D. O'BYRNE AND ASSOCIATES, INC. AND
THE GRANT NELSON GROUP, INC.

Notes to Combined Financial Statements

Included in compensation and benefits expense and other liabilities is approximately $701,000 of bonuses payable to employees. Of such amount, approximately $146,000 is payable to stockholders of RDOB and GNG.

The Company has a defined contribution employee 401(k) and profit sharing plan covering substantially all employees. Employees electing to participate in the 401(k) plan may contribute a maximum of 15% of their salary, subject to limitations under the Internal Revenue Code, and the Company will match 50% of each participant's contribution up to 5% of the participant's compensation. The profit sharing plan provides for discretionary employer contributions. Employer contributions for 1997 on the 401(k) plan were $179,354 and are included as a component of compensation expense. There were no discretionary contributions on the profit sharing plan for 1997.

INDEPENDENT AUDITORS' REPORT

Board of Directors and Stockholders
Environmental Safety Systems, Inc.
Englewood, Colorado

We have audited the accompanying consolidated balance sheets of Environmental Safety Systems, Inc. and subsidiaries, as of December 31, 1996 and 1995, and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for each of the years in the three year period ended December 31, 1996. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Environmental Safety Systems, Inc. and subsidiaries as of December 31, 1996 and 1995, and the results of their operations and their cash flows for each of the years in the three year period ended December 31, 1996, in conformity with generally accepted accounting principles.

/s/ Gelfond Hochstadt Pangburn & Co.

Denver, Colorado
May 20, 1997

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands)

ASSETS

	December 31, 1996	1995
Current assets:		
Cash and cash equivalents	$ 773	$ 178
Cash and cash equivalents, restricted	100	477
Accounts receivable, net	1,279	1,073
Prepaid expenses and other	74	118
Total current assets	2,226	1,846
Related party receivables	1,230	534
Property and equipment, net	18	41
	$ 3,474	$ 2,421

LAIBILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

	1996	1995
Current liabilities:		
Accounts payable and accrued expenses	$ 415	$ 279
Premiums payable	2,066	1,848
Agents' credit balances	107	182
Debentures payable	833	833
Total current liabilities	3,421	3,142
Commitments and contingencies		
Stockholders' equity (deficit):		
Common stock, $.01 par; 15,000,000 shares authorized; 3,072,386 shares issued and outstanding	31	31
Additional paid-in-capital	4,227	4,227
Deficit	(4,205)	(4,979)
Total stockholders' equity (deficit)	53	(721)
	$ 3,474	$ 2,421

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS
(In thousands except per share data)

	Years ended December 31, 1996	1995	1994
Revenues:			
Agency commission	$ 2,803	$ 2,721	$ 5,093
Profit sharing commission and other income	290	508	66
Net investment income (loss)	(8)	(7)	(43)
Total revenues	3,085	3,222	3,905
Expenses:			
Selling, general and administration	2,205	2,799	3,905
Interest expense	100	100	101
Total expenses	2,305	2,899	4,006
Income before income taxes	780	323	1,110
Income tax expense	6		
Net income	$ 774	$ 323	$ 1,110
Net income per common share	$ 0.25	$ 0.11	$ 0.36
Weighted average shares outstanding	3,072,386	3,072,386	3,072,386

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF
STOCKHOLDERS' EQUITY (DEFICIT)
(In thousands except per share data)

Balances, January 1, 1994	3,072,386	$ 31	$ 4,227	$ (6,412)	$ (2,154)
Net Income				1,110	1,110
Balance, December 31, 1994	3,072,386	31	4,227	(5,302)	(1,044)
Net Income				323	323
Balance, December 31, 1995	3,072,386	31	4,227	(4,979)	(721)
Net Income				774	774
Balances, December 31, 1996	3,072,386	$ 31	$ 4,227	$ (4,205)	$ 53

See notes to consolidated financial statements

ENVIRONMENTAL SAEFTY SYSTEMS, INC.
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW
(In thousands)

	Years ended December 31, 1996	1995	1994
Cash flows from operating activities:			
Net income	$ 774	$ 323	$ 1,110
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Change in accounting estimate	(1,239)		
Management fees	450	412	754
Depreciation and amortization	24	35	78
Loss on disposal of assets	4	29	
Profit sharing receivable valuation allowance		56	
Unrealized loss on investments			49
(Gain) loss on disposition of subsidiary	9	(76)	
Changes in assets and liabilities:			
Cash and cash equivalents, restricted	377	309	(786)
Accounts receivable	(206)	(409)	1,081
Prepaid expenses and other	44	17	(62)
Related party receivables	(96)	18	(1,718)
Accounts payable and accrued expenses	136	(74)	(383)
Premiums payable	380	(441)	(809)
Agents' credit balances	(75)	24	(116)
Policyholders deposits		(348)	(1,461)
Net cash provided by (used in) operating activities	582	(125)	(2,263)
Cash flows from investing activities:			
Equipment purchases			(41)
Proceeds from sales of assets	13		30
Investment purchases			(49)
Net cash provided by (used in) investing activities	13		(60)

(Continued)

ENVIRONMENTAL SAEFTY SYSTEMS, INC.
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW
(CONTINUED)
(In thousands)

	Years ended December 31, 1996	1995	1994
Cash flows from financing activities:			
Debt repayments			(81)
Adjustments to reconcile net income to net cash provided by (used in)			(81)
Net increase (decrease) in cash and cash equivalents	595	(125)	(2,404)
Cash and cash equivalents:			
Beginning of year	178	303	2,707
End of year	$ 773	$ 178	$ 303
Supplemental disclosure of cash flow information:			
Cash paid for interest	$ 5	$ 30	$ 54
Cash paid for income taxes	$ 2		
Supplemental disclosure of non-cash transactions:			
Transfer of equipment from a related party	$ 18		
Debt reduction resulting from disposal of equipment and other assets			$ 69

See notes to consolidated financial statements

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 1996, 1995 AND 1994

1. ORGANIZATION, GENERAL, AND PRINCIPLES OF CONSOLIDATION:

The consolidated financial statements of Environmental Safety Systems, Inc. ("the Company" or "ESS"), majority-owned by Paul Freeman and ERIC Group, Inc. ("EGI"), included the accounts of the Company and its wholly owned subsidiaries including ERIC Underwriters Agency, Inc. ("ERIC Agency"), a distributor of environmental insurance products; American Underwriters Agency, Inc. ("ERIC Surety"), a distributor of environmental bonding products; and Environmental Safety Products, Inc. ("EssTek"), formerly a provider of scientific and engineering services to the environmental industry. All intercompany balances and transactions have been eliminated in consolidation. Substantially all of the consolidated operating activity results from ERIC Agency.

In November 1993, EssTek ceased operations. EssTek's Idaho division was sold to a third party in January 1994. At December 31, 1993, a provision of $414,000 ($.13 per common share) was made for the estimated disposal costs and losses expected to arise from closing EssTek. At December 31, 1995, the remaining provision of $76,000 was reversed, as there are no additional expenses estimated to be incurred on behalf of EssTek. In 1996, all remaining assets and liabilities of EssTek were written off resulting in a loss of $9,000.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Cash and cash equivalents:

The Company considers all highly liquid, short-term investments purchased with an original maturity of three months or less to be equivalent to cash. The Company's cash and cash equivalent financial instruments at times exceeded FDIC insurance. The Company has not incurred any losses due to the excess funds held in financial institutions.

Cash and cash equivalents, restricted:

Cash and cash equivalents, restricted, at December 31, 1996 is comprised of $100,000 in a short-term certificate of deposit, and is comprised of $370,000 cash

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 1996, 1995 AND 1994

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Cash and cash equivalents, restricted (continued):

in trust and $107,000 in a short-term certificate of deposit at December 31, 1995. The cash held in trust represents premiums collected from insureds which are to be remitted to the insurance carriers issuing the related policies. The certificate of deposit is held as a requirement for insurance licensing.

Property and equipment:

Property and equipment is stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets which range from five to seven years.

Intangible assets:

Intangible assets were amortized using the straight-line method over five years and were fully amortized during 1995.

Income taxes:

The Company has adopted SFAS No. 109 which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

Income per common share:

Income per share is based on the weighted average number of common share outstanding during each period. The effect of common equivalent shares is antidilutive.

Use of estimates in the preparation of financial statements:

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 1996, 1995 AND 1994

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management makes these estimates using the best information available at the time the estimates are made; however, actual results could differ from these estimates.

Reclassifications:

Certain amounts reported in the 1995 financial statements have been reclassified to conform to the 1996 presentation

3. CHANGE IN ACCOUNTING ESTIMATE:

During the year ended December 31, 1996 the Company recorded $1,239,000 ($0.40 per common share) of agency commissions resulting from a change in an accounting estimate. From 1991 through 1995, agency commissions earned under the Company's three main agency agreements were calculated using estimated rates. Total agency commissions earned under the agency agreements for those years as previously estimated totaled $11,207,000. During the year ended December 31, 1996, these rates were clarified, and agency commissions earned under the agency agreement based on actual rates were $12,446,000.

4. ACCOUNTS RECEIVABLE AND CONCENTRATION OF CREDIT RISK:

	December 31, 1996	December 31, 1995
	(in thousands)	
Insurance and bond premiums	$ 705	$ 562
Profit sharing commission	625	564
Other	5	3
	1,335	1,129
Valuation allowance for profit sharing Commission receivable	(56)	(56)
	$ 1,279	$ 1,073

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 1996, 1995 AND 1994

4. ACCOUNTS RECEIVABLE AND CONCENTRATION OF CREDIT RISK (CONT.):

The Company grants credit, usually without collateral, to its agent, which at December 31, 1996 and 1995 are not concentrated in any specific geographic region. At December 31, 1996 and 1995, the Company's three largest agents accounted for approximately 39% and 50%, respectively, of the insurance and bond premiums receivable balances.

5. PROPERTY AND EQUIPMENT:

	December 31, 1996	December 31, 1995
	(in thousands)	
Office furniture and equipment	$ 18	$ 166
Accumulated deprecation	(125)	
	$ 18	$ 41

During the year ended December 31, 1996, assets with a cost of $166,000 were disposed of resulting in a $4,000 loss on disposition.

6. DEBENTURES PAYABLE:

In 1996 and 1995, ESS was in default on the terms of the 12% subordinated debentures of $833,000 (originally $1,500,000) which were issued in 1987. As a result, the debenture balance has been classified as a current liability as of December 31, 1996 and 1995. Interest is payable quarterly, with principal due in equal, quarterly installments through 1996. Accrued interest at December 31, 1996 and 1995 was $240,000 and 145,000, respectively.

7. INCOME TAXES:

The components of the deferred tax assert is as follows:

	December 31, 1996	December 31, 1995
	(in thousands)	
Deferred Tax assets:		
Net operating loss carryforwards	$ 1,164	$ 1,427
Profit sharing receivable valuation allowance	19	19
Valuation allowance	(1,183)	(1,446)
Net deferred tax asset	$	$

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 1996, 1995 AND 1994

7. INCOME TAXES (CONTINUED):

The difference between taxes computed at the statutory federal tax rate (34%) and the effective tax rate is reconciled below:

	Years ended December 31, 1996	1995	1994
Income tax expense computed at statutory federal tax rate	$ 263	$ 110	$ 379
Utilization of operating loss carryforward	(263)	(110)	(388)
Other	6		9
Income tax expense computed At effective tax rate	$ 6	$	$

Income tax expense for the year ended December 1996 represents alternative minimum tax. As of December 31, 1996, the Company has net operating loss carryforwards of approximately $3,417,000 which may be utilized to offset taxable income through the year 2008.

8. COMMITMENTS AND CONTINGENCIES:

Premiums payable:

As discussed in Note 11, in 1993 the Company entered into an agreement with North American Reinsurance ("NARe") whereby $11,214,000 owed to NARe was transferred to EGI in reduction of amounts owed by EGI to the Company. Subsequent to year end 1994, NARe informed the Company that it may still be looking to the Company as a source of repayment of this amount. The ultimate liability of the Company to repay the NARe indebtedness cannot be presently determined; however, EGI, NARe and the Company are presently in negotiations concerning the indebtedness and Company management believes that the final negotiated amount which the Company owes to NARe pursuant to this agreement will not be materially different from the amount recorded in the financial statements.

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 1996, 1995 AND 1994

8. COMMITMENTS AND CONTINGENCIES (CONTINUED):

Profit sharing agreement:

The Company has entered into a profit sharing agreement with its sole underwriter whereby a percentage of defined net profits earned by them on the Company's products will be paid to the Company. The continuation of the agreement is contingent upon the Company's president continuing as chief executive officer.

Letter of credit:

The Company has an unused letter of credit of $100,000 as of December 31, 1996.

9. INCENTIVE PERFORMANCE PLAN AND EMPLOYEE BENEFIT PLAN:

Effective December 31, 1990, ESS and affiliated companies (the "ERIC Group", or the "Group") adopted the ERIC Group Incentive Performance Plan (the "Plan") to provide additional incentive to members of senior management for achieving certain predetermined increases in Group fair market value. Under the Plan, participants are awarded performance units, and if the predetermined levels of increased fair market value of ERIC Group companies are attained payments in cash or securities of one or more Group companies will be made beginning in July of 1996. At December 31, 1996, 1995, and 1994, no amounts had been earned under the Plan.

In addition to the incentive performance plan, effective January 1, 1992, EGI and subsidiary companies began sponsoring an employee long-term savings and retirement (401k) plan. The Company matches a specified percentage of eligible employees' contributions, which is revised annually based on financial results. In 1996, 1995, and 1994, the matching percentage was 15% of the first 5% of gross earnings contributed by employees. The Company contributions were approximately $4,600, $3,700, and $5,000, respectively, for the years ended December 31, 1996, 1995 and 1994. Participation in this plan is available to all eligible employees.

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 1996, 1995 AND 1994

10. STOCK OPTIONS:

The Company has reserved 350,000 shares of common stock for issuance under the Company's non-qualified, incentive stock option plan. Regulations set by the Toronto Stock exchange limit the number of shares available for incentive stock option plans to 10% of the outstanding issue, or 307,239 shares. At December 31, 1996, options for 136,000 shares had been granted and are outstanding. The options, granted at prices not less than fair market value as of the grant date, expire through 1998 and are exercisable each year in cumulative annual installments of 25% starting one year from the date of grant. At December 31, 1996, options for the 136,000 shares are exercisable at prices ranging from approximately $3.50 to $6.00 per share, in Canadian currency. No options have been exercised as of December 31, 1996.

11. RELATED PARTY TRANSACTIONS:

Pursuant to a general Agent Agreement, ERIC Agency retains the exclusive distribution rights fro ERIC Syndicate, Inc. ("ERIC Syndicate", a subsidiary of EGI) products for which ERIC Agency earns commission revenues. There was no commission income from ERIC Syndicate for the years ended December 31, 1996, 1995, and 1994. At December 31, 1996 and 1995, the Company had receivables of $112,000 and $106,000 due from ERIC Syndicate and Environmental Risk Holdings, Inc., an affiliated company, respectively.

Effective December 31, 1993, the Company transferred approximately $11,214,000 of premiums payable to NARe to EGI in exchange for assignment of related party receivables of $10,173,000 and a capital contribution from EGI of $1,041,000.

As of December 31, 1996 and 1995, the Company had $1,118,000 and $428,000, respectively, receivable from EGI, resulting primarily from advances provided to EGI during 1994 and the adjustment for revisions to agency commission rates in 1996.

ESS and its subsidiaries have entered into management agreements for executive, financial and administrative services to be provided by EGI. The management fees are 15% of gross revenues, as defined; are for a one-year term; and are renewable automatically on an annual basis. Management fees were $450,000, $412,000 and $754,000 for the years ended December 31, 1996, 1995, and 1994, respectively, and have been applied against amounts receivable from EGI.

In 1996, EGI transferred certain property and equipment to ESS at its net book value of $18,000.

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF OPERATIONS

For the Period January 1, 1997 to June 16, 1997
(In thousands)
(unaudited)

Revenues:	
Agency commissions	$ 758
Profit sharing commissions and other income	143
Net investment income	4,255
Total revenue	5,157
Expenses:	
Selling, general and administrative	1,425
Interest expense	46
Total expenses	1,471
Income before income taxes	3,686
Income tax expense	-
Net income	$3,686

ENVIRONMENTAL SAFETY SYSTEMS, INC.
AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Period January 1, 1997 to June 16, 1997
(In thousands)
(unaudited)

Cash flows from operating activities:	
Net income	$ 3,686
Adjustments to reconcile net income to net	
Cash used in operating activities:	
Depreciation and amortization	3
Gain on disposal of assets	(4,253)
Changes in assets and liabilities:	
Accounts receivable	(76)
Prepaid expenses and other	47
Related party receivables	(30)
Accounts payable and accrued expenses	(82)
Premiums payable	(636)
Agents' credit balances	(86)
Net cash used in operating activities	(1,426)
Cash flows from investing activities:	
Proceeds from sales of assets	697
Investment sales	92
Net cash provided by investing activities	789
Net decrease in cash and cash equivalents	(638)
Cash and cash equivalents at beginning of year	773
Cash and cash equivalents at end of year	$ 135

INDEPENDENT AUDITORS' REPORT

To the Stockholders
Smith & Radigan, P.C.:

We have audited the accompanying balance sheet of Smith & Radigan, P.C. as of December 3, 1997, and the related statements of operations and retained earnings, and cash flows for the period January 1, 1997 through December 3, 1997. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Smith & Radigan, P.C. as of December 3, 1997, and the results of its operations and its cash flows for the period January 1, 1997 through December 3, 1997 in conformity with generally accepted accounting principles.

/s/ KPMG Peat Marwick LLP

Atlanta, Georgia
February 6, 1998

SMITH & RADIGAN, P.C.

Balance Sheet

December 3, 1997

Assets

Current assets:	
Cash and cash equivalents	$ 32,156
Accounts receivable, less allowance for doubtful accounts of $172,746	1,019,591
Work in progress, less allowance for realization of $20,753	53,107
Prepaid expenses	11,113
Total current assets	1,115,967
Property and equipment:	
Leasehold improvements	27,008
Furniture and fixtures	112,141
Office equipment	10,507
Computer equipment	155,831
	305,487
Less accumulated depreciation and amortization	112,867
	192,620
	$1,308,587

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:	
Current maturities of long-term debt	$ 19,878
Accounts payable	47,846
Accrued expenses	95,023
Accrued income taxes	17,241
Deferred income taxes	194,197
Deferred compensation	437,963
Total current liabilities	812,148
Deferred income taxes	15,953
Long-term debt	65,636
Stockholders' equity:	
Common stock, no par value. Authorized - 1,000 shares, issued and outstanding - 100 shares	3,757
Retained earnings	411,093
	414,850
	$1,308,587

See accompanying notes to financial statements.

SMITH & RADIGAN, P.C.

Statement of Operations and Retained Earnings

For the Period January 1, 1997 through December 3, 1997

Revenues - fees	$ 4,237,479
Operating expenses:	
Salaries and benefits	3,557,245
Facilities	375,778
Administrative	339,076
	4,272,099
Loss from operations	(34,620)
Other income (expense):	
Interest income	21,574
Interest expense	(10,507)
Loss on sale of property and equipment	(7,463)
	3,604
Loss before income taxes	(31,016)
Income tax provision:	
Current	17,241
Deferred benefit	(32,065)
	(14,824)
Net loss	(16,192)
Retained earnings, beginning of period	427,285
Retained earnings, end of period	$ 411,093

See accompanying notes to financial statements.

SMITH & RADIGAN, P.C.

Statement of Cash Flows

For the Period January 1, 1997 through December 3, 1997

Cash flows from operating activities:	
Net loss	$ (16,192)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Depreciation	49,534
Deferred income taxes	(32,065)
Loss on sale of property and equipment	7,463
Decrease (increase) in:	
Receivables	(432,674)
Work in progress	(5,363)
Prepaid expenses	5,616
Other assets	15,000
Increase (decrease) in:	
Accounts payable and accrued expenses	(160,962)
Total adjustments	(553,451)
Net cash used in operating activities	(569,643)
Cash flows from investing activities:	
Proceeds from sale of property and equipment	2,061
Capital expenditures	(138,876)
Net cash used in investing activities	(136,815)
Cash flows from financing activities:	
Proceeds from long-term borrowing	100,000
Principal repayments on notes payable	(18,429)
Borrowings under line of credit agreement	390,000
Repayments under line of credit agreement	(390,000)
Net cash provided by financing activities	81,571
Net decrease in cash	(624,887)
Cash at beginning of year	657,043
Cash at end of year	$ 32,156
Supplemental disclosure of cash flow information - interest paid	$ 10,507

See accompanying notes to financial statements.

SMITH & RADIGAN, P.C.

Notes to Financial Statements

December 3, 1997

(1) Summary Of Significant Accounting Policies

(a) ORGANIZATION

Smith & Radigan, P.C. (the "Company") is a professional corporation that was incorporated December 7, 1977 in the State of Georgia. The Company engages in the practice of public accounting.

(b) REVENUE RECOGNITION

The Company recognizes revenue at the time services are performed for clients based upon the expected realization of such services.

(c) PROPERTY AND EQUIPMENT

Property and equipment are stated at cost and include expenditures for new facilities and replacements or betterments of existing facilities. Expenditures for normal maintenance and repairs are charged to expense as incurred. Depreciation is computed using the straight-line method over the useful lives of the assets, which range from three to ten years for furniture and fixtures, computer equipment, office equipment, and leasehold improvements.

Depreciation expense was $49,534 for the period January 1, 1997 through December 3, 1997.

(d) BASIS OF ACCOUNTING AND USE OF ESTIMATES

The accompanying financial statements were prepared on the accrual basis of accounting.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(e) CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash and highly liquid investments with maturities of three months or less from the date of purchase. These amounts are stated at cost, which approximates fair value, and are considered cash equivalents for purposes of reporting cash flows.

(Continued)

SMITH & RADIGAN, P.C.

Notes to Financial Statements

(f) FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company estimates that the fair value of financial instruments at December 3, 1997 does not differ materially from the carrying value of its financial instruments recorded in the accompanying balance sheet.

(2) LINE OF CREDIT

The Company has a $500,000 line of credit with Wachovia Bank, N.A. The line of credit is secured by accounts receivable, inventory, and all practice assets. The line of credit is personally guaranteed by the stockholders of the Company. At December 3, 1997, no draws were outstanding against the line of credit.

The line of credit provides that interest will accrue on the outstanding balance at the prime rate. The prime rate was eight and one half percent at December 3, 1997. The line of credit expires October 1, 1998 at which time all principal and accrued interest are due and payable.

(3) LONG-TERM DEBT

Long-term debt consists of a loan payable to SunTrust Bank secured by the assets of the Company. The loan requires monthly payments of $2,016 through December 6, 2001. The loan accrues interest at seven and three-quarters percent. The loan is personally guaranteed by the stockholders of the Company. The current portion of long-term debt at December 3, 1997 is $19,878.

Future maturities of long-term debt are as follows:

Year ending December 31,	Amount
1998	$ 19,878
1999	19,886
2000	21,483
2001	24,267
	$ 85,514

(4) INCOME TAXES

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

(continued)

SMITH & RADIGAN, P.C.

Notes to Financial Statements

The Company's deferred income tax assets and liabilities as of December 3, 1997 result from the Company using the cash basis of accounting for tax purposes, and the excess of tax over book depreciation.

The tax effects of temporary differences that give rise to the deferred tax assets and liabilities at December 3, 1997 are as follows:

Deferred tax assets:	
Accounts payable	$ 18,492
Deferred compensation	169,273
Compensated absences	9,031
Other	23,608
Total gross deferred tax assets	220,404
Deferred tax liabilities:	
Accounts receivable	(414,601)
Property and equipment, principally due to differences in depreciation	(15,953)
Total gross deferred liabilities	(430,554)
Net deferred tax liability	$ (210,150)

No valuation allowance for deferred tax assets was considered necessary at December 3, 1997.

Significant components of the provision for income taxes are as follows:

	Current	Deferred	Total
Federal	$ 14,582	(27,255)	(12,673)
State	2,659	(4,810)	(2,151)
	$ 17,241	(32,065)	(14,824)

The difference between the Company's effective income tax rate and the federal statutory income tax rate for the period January 1, 1997 through December 3, 1997 result from state income taxes, a carryforward deduction from the expensing of equipment purchases, and certain expenses that are not tax deductible.

(continued)

SMITH & RADIGAN, P.C.

Notes to Financial Statements

(5) LEASE COMMITMENTS

The Company occupies premises in Atlanta, Georgia under an operating lease agreement with a limited liability company owned by the stockholders of the Company. The lease expires December 2006. In addition, the Company leases various equipment under operating leases. Rental expenses under these agreements amounted to approximately $237,468 and $21,524 for the period January 1, 1997 to December 3, 1997. A summary of the future minimum lease commitments is as follows:

Year ending December 31,	Related party Facilities	Equipment
1998	$ 253,488	17,711
1999	262,944	12,324
2000	275,472	12,324
2001	288,228	12,324
2002	296,196	1,522
Thereafter	1,324,164	-
	$ 2,700,492	56,205

(6) PROFIT SHARING 401(K) PLAN

The Company has a defined contribution profit sharing plan that includes a 401(k) element. The Plan covers all qualified employees as defined under the agreement. The Company makes discretionary contributions under the Plan. Contributions were $207,670 for the period January 1, 1997 through December 3, 1997. The Company terminated the profit sharing plan effective December 3, 1997.

(7) SUBSEQUENT EVENT AND DEFERRED COMPENSATION

On December 4, 1997, the Company merged into S.R. Business Services, Inc., a subsidiary of International Alliance Services, Inc. International Alliance Services, Inc. subsequently changed its name to Century Business Services, Inc. Under the terms of the merger agreement, the former stockholders of Smith & Radigan, P.C. will be paid deferred compensation in the amount of $437,963.

Exhibit 23.1

The Board of Directors
Comprehensive Business Services, Inc.:

We consent to the incorporation by reference in the registration statements Nos. 333-27825 and 333-15413 on Forms S-3; No. 333-40331 on Form S-3 as amended; and No. 333-40313 on Form S-4 as amended of our report dated August 7, 1997, with respect to the balance sheet of Comprehensive Business Services, Inc. (a wholly owned subsidiary of Franchise Services, Inc.) as of December 31, 1996, and the related statements of operations and cash flows for the year then ended, which report appears in the Form 8-K of Century Business Services, Inc. dated February 20, 1998.

/s/ KPMG Peat Marwick LLP

Costa Mesa, California
February 20, 1998

Exhibit 23.2

The Board of Directors
Health Administrative Services, Inc.:

We consent to the incorporation by reference in the registration statements Nos. 333-27825 and 333-15413 on Forms S-3; No. 333-40331 on Form S-3 as amended; and No. 333-40313 on Form S-4 as amended of our report dated January 28, 1998, with respect to the balance sheet of Health Administration Services, Inc. as of December 18, 1997, and the related statements of income, changes in stockholders' equity and cash flows for the period from January 1, 1997 to December 18, 1997, which report appears in the Form 8-K of Century Business Services, Inc. dated February 20, 1998.

/s/ KPMG Peat Marwick LLP

Houston, Texas
February 20, 1998

Exhibit 23.3

The Board of Directors and Stockholders of
Shenkin Kurtz Baker & Co., P.C.

We consent to the incorporation by reference in the registration statements Nos. 333-27825 and 333-15413 on Forms S-3; No. 333-40331 on Form S-3 as amended; and No. 333-40313 on Form S-4 as amended of our report dated January 26, 1998, with respect to the consolidated balance sheet of Shenkin Kurtz Baker & Co., P.C. and subsidiary as of December 7, 1997, and the related consolidated statements of income, stockholders' equity, and cash flows for the period from January 1, 1997 to December 7, 1997, which report appears in the Form 8-K of Century Business Services, Inc. dated February 20, 1998.

/s/ KPMG Peat Marwick LLP

Denver, Colorado
February 20, 1998

Exhibit 23.4

The Board of Directors
Zelenkofske, Axelrod & Co., Ltd.:

We consent to the incorporation by reference in the registration statements Nos. 333-27825 and 333-15413 on Forms S-3; No. 333-40331 on Form S-3 as amended; and No. 333-40313 on Form S-4 as amended of our report dated February 6, 1998, with respect to the balance sheet of Zelenkofske, Axelrod & Co., Ltd. as of June 30, 1997, and the related statements of operations and retained earnings, and cash flows for the three months then ended, which report appears in the Form 8-K of Century Business Services, Inc. dated February 20, 1998.

/s/ KPMG Peat Marwick LLP

Philadelphia, Pennsylvania
February 20, 1998

Exhibit 23.5

To the Stockholders
Smith & Radigan, P.C.:

We consent to the incorporation by reference in the registration statements Nos. 333-27825 and 333-15413 on Forms S-3; No. 333-40331 on Form S-3 as amended; and No. 333-40313 on Form S-4 as amended of our report dated February 6, 1998, with respect to the balance sheet of Smith & Radigan, P.C. as of December 3, 1997, and the related statements of operations and retained earnings and cash flows for the period January 1, 1997 through December 3, 1997, which report appears in the Form 8-K of Century Business Services, Inc. dated February 20, 1998.

/s/ KPMG Peat Marwick LLP

Atlanta, Georgia
February 20, 1998

Exhibit 23.6

The Board of Directors
Robert D. O'Byrne and Associates, Inc. and
The Grant Nelson Group, Inc.

We consent to the incorporation by reference in the registration statements Nos. 333-27825 and 333-15413 on Forms S-3; No. 333-40331 on Form S-3 as amended; and No. 333-40313 on Form S-4 as amended of our report dated February 13, 1998, with respect to the combined balance sheet of Robert D. O'Byrne and Associates, Inc. and The Grant Nelson Group as of December 31, 1997, and the related combined statements of operations, stockholders' equity, and cash flows for the year then ended, which report appears in the Form 8-K of Century Business Services, Inc. dated February 20, 1998.

/s/ KPMG Peat Marwick LLP

Kansas City, Missouri
February 20, 1998

Exhibit 23.7

The Board of Directors
Valuation Counselors Group, Inc.

We consent to the incorporation by reference in the registration statements Nos. 333-27825 and 333-15413 on Forms S-3; No. 333-40331 on Form S-3 as amended; and No. 333-40313 on Form S-4 as amended of our report dated February 12, 1997, with respect to the consolidated balance sheets of Valuation Counselors Group, Inc. and its wholly owned subsidiary as of December 31, 1996 and 1995 and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended, which report appears in Form 8-K of Century Business Services Inc. dated February 20, 1998.

/s/ ALTSCHULER, MELVOIN AND GLASSER LLP

Chicago, Illinois
February 20, 1998

Exhibit 23.8

The Board of Directors
Environmental Safety Systems, Inc.

We consent to the incorporation by reference in the registration statements Nos. 333-27825 and 333-15413 on Forms S-3; No. 333-40331 on Form S-3 as amended; and No. 333-40313 on Form S-4 as amended of our report dated May 20, 1997, with respect to the consolidated balance sheets of Environmental Safety Systems, Inc. and Subsidiaries as of December 31, 1996 and 1995, and the related statements of operations, stockholders' equity and cash flows for the years then ended, which report appears in Form 8-K of Century Business Services, Inc. dated February 20, 1998.

/s/ Gelfond Hochstadt Pangburn & Co.

Denver, Colorado
February 20, 1998