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ACCOUNT NO. : 072100000032

REFERENCE : 600598 5021572

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 125

ORDER DATE : February 24, 2000

ORDER TIME : 3:04 PM

ORDER NO. : 600598-005

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker  
GROCK & ABRAMSON  
GROCK & ABRAMSON  
Suite 200  
126 East Jefferson Street  
Orlando, FL 32801

RECEIVED  
00 FEB 24 PM 3:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: IVEST FINANCIAL, L.C.

EFFECTIVE DATE:

800003146808--7

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

*2-25-00*

APPROVED  
AND  
FILED  
00 FEB 24 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
IVEST FINANCIAL, L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the "Florida Limited Liability Company Act," do hereby adopt the following Articles of Organization for such company:

Article 1. Name. The name of this Company shall be iVest Financial, L.C.

Article 2. Duration. The period of this Company's duration shall be perpetual, unless terminated earlier by the unanimous written agreement of all Members.

Article 3. Principal Address. The initial mailing and street address in this state of the principal office of this corporation is 126 E. Jefferson Street, Orlando, Florida 32801.

Article 4. Registered Agent and Office. The name and address of the initial Registered Agent and the address of the principal and registered office for this Company are as follows:

J. Bennett Grocock  
126 E. Jefferson Street  
Orlando, Florida 32801

Article 5. Contributions to Capital. The total amount of cash or property contributed to the Company by its Members shall be One Thousand Dollars (\$1,000).

Article 6. Admission of Additional Members and Terms and Conditions of such Admissions. Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

Article 7. Management of Company. The business of the Company shall be managed by an Operating Manager and such other managers as may be elected by the voting Members. The voting Members shall have voting rights in proportion to their contributions to the capital of the Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the voting Members.

The name and address of the initial Operating Manager and initial Members are as follows:

<u>Name</u>	<u>Address</u>
J. Bennett Grocock	126 E. Jefferson Street Orlando, Florida 32801
Daniel Stauber	777 Arthur Godfrey Road 2 <sup>nd</sup> Floor Miami Beach, Florida 33140

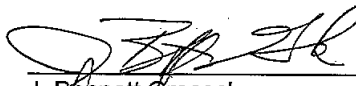
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TALLAHASSEE, FLORIDA

Article 9. Amendment. The power to adopt, alter, amend or repeal these Articles and the Operating Agreement of this Company shall be vested in the voting Members of the Company.

Article 9. Commencement of Existence. The existence of this Company shall commence on the date these Articles are filed with the Department of State.

Article 10. Continuation of Business. The remaining Members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member of the Company.

IN WITNESS WHEREOF, the undersigned Members of the Company have hereunto set their hand and seal to these Articles of Organization this 23rd day of February, 2000.

  
\_\_\_\_\_  
J. Bennett Crocock

  
\_\_\_\_\_  
Daniel Stauber

ivest/articles

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AND  
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TALLAHASSEE, FLORIDA

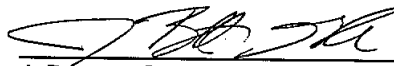
CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT

Pursuant to Sections 48.091, 608.4062, and 608.415, Florida Statutes, the following is submitted:

That iVest Financial, L.C., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Organization, at 126 E. Jefferson Street, Orlando, Florida 32801, County of Orange, State of Florida, has named J. Bennett Grocock, 126 E. Jefferson Street, Orlando, Florida 32801, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



J. Bennett Grocock  
Registered Agent

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AND  
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00 FEB 24 AM 8:13  
CLERK OF STATE  
TALLAHASSEE FLORIDA