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TERESA98 FLORIDA DIVISION OF CORPORATIONS
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FROM: FILINGS, INC.

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(850)561-1025

FAX #:

NAME: INVESTMENT ADVISORY PROFESSIONAL, L.L.C. AUDIT NUMBER.....H98000021206
DOC TYPE.....LIMITED LIABILITY COMPANY CERT. OF STATUS..0
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**ARTICLES OF ORGANIZATION
OF
INVESTMENT ADVISORY PROFESSIONALS, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company is INVESTMENT ADVISORY PROFESSIONALS, L.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 400 S. Dixie Highway, Suite #322, Boca Raton, FL 33432.

ARTICLE III - DURATION

The period of duration of this limited liability company shall be thirty (30) years from the date of filing these Articles with the Department of State of Florida, unless sooner dissolved as provided by statute.

ARTICLE IV - MANAGEMENT

The Company is to be managed by the members of the Company, in accordance with the Company's regulations (the "Regulations"). The name and address of the initial managing members are:

Arthur J. Canter and Frederick M. Heimberg
400 S. Dixie Highway
Suite #322
Boca Raton, Florida 33432

FREDERICK M. HEIMBERG, ESQ.
2101 NW 2nd AVENUE
SUITE 2
BOCA RATON, FL 33431
FLORIDA BAR NO. 186828
561-338-7711

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ARTICLE V - ADOPTION OF REGULATIONS

The initial members shall have the right and power to adopt, alter, amend or repeal Regulations of the Company. The Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members of the Company may be admitted by the member(s) in the manner specified from time to time in the Company's Regulations. An assignee of a member's interest in the Company may become a member only if admitted as a member by vote of the member(s) in the manner specified from time to time in the Company's Regulations.

ARTICLE VII - MEMBER RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of member in the Company.

ARTICLE VIII - REGISTERED AGENT

The Florida street address of the initial registered office of the Company is 400 S. Dixie Highway, Suite #322, Boca Raton, Florida 33432 and the name of the initial registered agent of the Company at that address is Arthur J. Canter.

ARTICLE IX - DATE OF EXISTENCE

The existence of the Company shall commence on the date of filing these Articles of Organization with the Florida Department of State.

ARTICLE X - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of a majority of the remaining members, provided there are at least two remaining members.

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ARTICLE XI - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE XII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the consent of a majority of the members.

The undersigneds executed these Articles of Organization effective on this 11 day of NOVEMBER, 1998.

Arthur J. Canter
Arthur J. Canter
Member

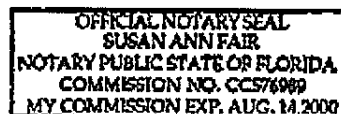
Frederick M. Heimberg
Frederick M. Heimberg
Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 11 day of NOVEMBER, 1998 by Arthur J. Canter and Frederick M. Heimberg. They produced Florida Driver's Licenses C53605057000-0 (Arthur J. Canter) and H516-253-47-448-0 (Frederick M. Heimberg) as identification.

Susan Ann Fair
Notary Public
State of Florida

(Seal)



My commission expires: 8/14/00

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of INVESTMENT ADVISORY PROFESSIONALS, L.L.C. certifies:

- 1) The above named limited liability company has two (2) members;
- 2) The total amount of cash contributed by the members is: \$ 5,000
- 3) If any, the agreed value of property other than cash contributed by the member(s) is: \$ N/A
(A description of the property is attached and made a part hereto.); and
- 4) The total amount of cash and property contributed and anticipated to be contributed by the member(s) is: \$ 5,000

Arthur J. Canter
Arthur J. Canter

Frederick M. Heimberg
Frederick M. Heimberg

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

EXHIBIT "A"

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
INVESTMENT ADVISORY PROFESSIONALS, L.L.C.**

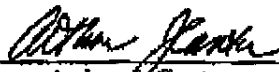
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: INVESTMENT ADVISORY PROFESSIONALS, L.L.C.

2. The name and the Florida street address of the registered agent are:

Arthur J. Canter
400 S. Dixie Highway, Suite #322
Boca Raton, Florida 33432

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.


Arthur J. Canter

11/11/98
(Date)

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