

L990000001992

PROFESSIONAL INVESTMENT MANAGEMENT, INC.

301 South Missouri Avenue, Second Floor

Clearwater, Florida 33756

(727) 446-6660

Facsimile (727) 441-8880

E-mail: Richard_B_Levin@yahoo.com

Via Certified Mail

August 16, 1999

Gretchen Harvey
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100002976621--8

-08/05/99--01082--001

****337.50 ****250.00

Re: Matchbook FX, L.L.C.

Dear Gretchen:

Thank you for taking the time on July 16, 1999, to speak with me regarding the Matchbook FX, L.L.C., Articles of Organization. Based on our discussion, enclosed please find the Amended and Restated Articles of Organization for Matchbook FX, L.L.C. As you suggested, I have utilized the Articles of Organization prepared on July 30, 1999, and substituted the cover page with a new cover page indicating that these are the Amended and Restated Articles of Organization.

Additionally, PIM requests that the Florida Department of State Division of Corporations refund Two Hundred Thirty Two and 50/100 Dollars to Professional Investment Management, Inc., because PIM Thank you in advance for your assistance. Should you have any questions regarding this matter, please contact me at the telephone number above.

Sincerely,



Richard B. Levin
General Counsel*
Professional Investment Management, Inc.

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O

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

* Licensed in Colorado, but not a member of the Florida Bar.

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SUPPLEMENTAL
AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PINELLAS

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99 SEP -2 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before the undersigned authority personally appeared John M. Schaible, the President of Professional Investment Management, Inc., who on oath says:

1. That he is an authorized representative of a member of Matchbook FX, L.L.C.
2. That Matchbook FX, L.L.C. has at least two members.
3. The total amount of the cash contributed by the Members is \$15,000.00.
4. The agreed value of property anticipated to be contributed by Members is \$4,485,000.00. A description of the property is attached as **Exhibit A** and made a part of this affidavit.
5. The total amount of cash or property anticipated to be contributed by Members is \$4,500,000.00. This total includes amounts from 3 and 4 above.

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

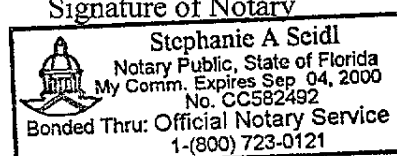
Further affiant sayeth naught.


John M. Schaible

President
Professional Investment Management, Inc

Sworn to and subscribed before me this 30th day of July, 1999, by John M. Schaible who is personally known to me or has produced _____ identification.


Signature of Notary



SUPPLEMENTAL
AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS

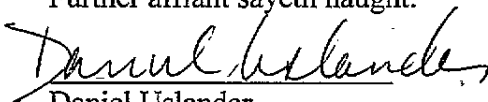
STATE OF NEW YORK
COUNTY OF NEW YORK

Before the undersigned authority personally appeared Daniel Uslander, the Director of Valhalla Forex, Inc., who on oath says:

1. That he is an authorized representative of a member of Matchbook FX, L.L.C.
2. That Matchbook FX, L.L.C. has at least two members.
3. The total amount of the cash contributed by the Members is \$15,000.00.
4. The agreed value of property anticipated to be contributed by Members is \$4,485,000.00. A description of the property is attached as **Exhibit A** and made a part of this affidavit.
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In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Further affiant sayeth naught.



Daniel Uslander
Director
Valhalla Forex, Inc.

Sworn to and subscribed before me this 30th day of July, 1999, by Daniel Uslander who is personally known to me or has produced _____ identification.



Signature of Notary



EXHIBIT A

The following is a description of the property contributed by the Members of the Matchbook FX, L.L.C., and their percentage interest in the Matchbook FX, L.L.C.

Member:	Percentage Interest:
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<u>Professional Investment Management, Inc.</u>	50%
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- License to Intellectual Property
(copyrights, trademarks, patents, trade secrets)
- Office space and equipment

<u>Valhalla Forex, Inc.</u>	50%
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- License to Intellectual Property
(copyrights, trademarks, patents, trade secrets)
- Office space and equipment
- Money line
- Client list

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Sincerely,



Richard B. Levin
General Counsel*
Professional Investment Management, Inc.

L99-1992
8/16/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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* Licensed in Colorado, but not a member of the Florida Bar.

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SUPPLEMENTAL
AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PINELLAS

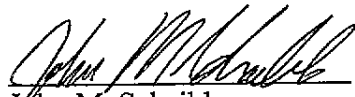
Before the undersigned authority personally appeared John M. Schaible, the President of Professional Investment Management, Inc., who on oath says:

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. That he is an authorized representative of a member of Matchbook FX, L.L.C.
2. That Matchbook FX, L.L.C. has at least two members.
3. The total amount of the cash contributed by the Members is \$15,000.00.
4. The agreed value of property anticipated to be contributed by Members is \$4,485,000.00. A description of the property is attached as **Exhibit A** and made a part of this affidavit.
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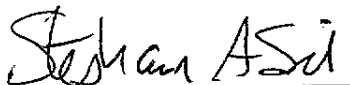
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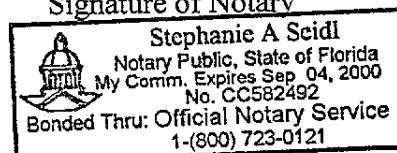

John M. Schaible
President

Professional Investment Management, Inc

Sworn to and subscribed before me this 30th day of July, 1999, by John M. Schaible who is personally known to me or has produced _____ identification.



Signature of Notary



SUPPLEMENTAL
AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS

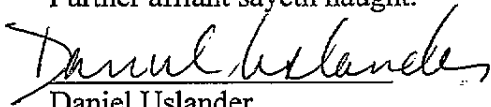
STATE OF NEW YORK
COUNTY OF NEW YORK

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1. That he is an authorized representative of a member of Matchbook FX, L.L.C.
2. That Matchbook FX, L.L.C. has at least two members.
3. The total amount of the cash contributed by the Members is \$15,000.00.
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Director
Valhalla Forex, Inc.

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Member:	Percentage Interest:
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- License to Intellectual Property
(copyrights, trademarks, patents, trade secrets)
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