

B02000000341

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

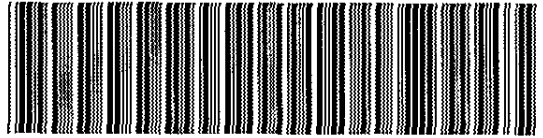
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02 OCT 22 PM 12:02
DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

CT CORPORATION

October 22, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

FILED
02 OCT 22 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5705375 SO
Customer Reference 1: 02032656
Customer Reference 2: n/a

Dear Secretary of State, Florida:

Please file the attached:

Topaz Master Fund, L.P. (DE)
Registration
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Topaz Master Fund, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. October 15, 2002
(State of Formation) (Date of Formation)

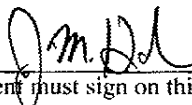
5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

C T Corporation System



James M. Halpin
Assistant Secretary

(Agent must sign on this line)

8. 1111 Kane Concourse, Suite 514, Bay Harbor Islands, FL 33154

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
Crystal Advisors, L.L.C. <i>LOI-7043</i>	1111 Kane Concourse, Suite 514 Bay Harbor Islands, FL 33154

10. 1111 Kane Concourse, Suite 514, Bay Harbor Islands, FL 33154
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Steven Brod, the Manager of Crystal Advisors, L.L.C.,
a general partner of Topaz Master Fund, L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 100.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 100.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 17 day of October, 02.

[Signature]
General Partner
Steven Brod, Manager of Crystal Advisors, L.L.C., the general partner

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TALLAHASSEE, FLORIDA

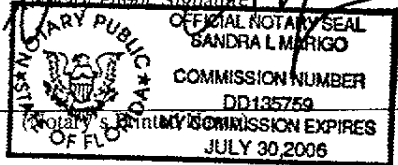
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

On this 17 day of October, 02,

Steven H. Brod, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

[Signature]



Seal My Commission Expires:

12. Crystal Advisors, L.L.C., 1111 Kane Concourse, Suite 514, Bay Harbor Islands, FL 33154

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 17 day of October, 02

Steven H. Brod, Manager of Crystal Advisors, L.L.C., the general partner
General Partner

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

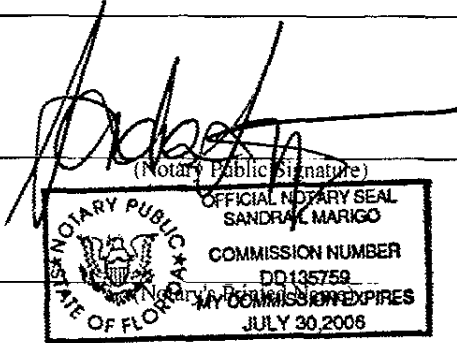
COUNTY OF MIAMI-DADE

On this 17 day of October, 02

Steven H. Brod personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____



Seal My Commission Expires: _____