

WESTPORT
CAPITAL
MANAGEMENT
CORPORATION

BOI000000264

July 27, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314
Attn: Ms. Tammi Cline
Document Specialist

RE: The Cedar Fund, L.P.

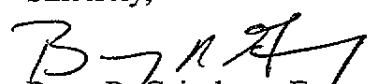
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***1837.50 ***1837.50

Dear Ms. Cline:

On behalf of The Cedar Fund, L.P., enclosed herewith please find an executed original and a copy of an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida along with a check in the amount of \$1837.50 to cover the required filing fees and designation of a registered agent, as well as for the return of a certified copy.

As always, thank you for your cooperation in this matter. Should you have any questions or be in need of additional information please feel free to contact me at (561) 912-0846.

Sincerely,


Barry R. Gainsburg, Esq.
Compliance Manager

FILED
JUL 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOI-264
QR

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

The Cedar Fund, L.P.

1. (Name of limited partnership as it is in the home state)
JWH Cedar Fund, Limited Partnership
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.")
Delaware
3. (State of Formation) **April 11, 2000**
4. (Date of Formation)

Verne Sedlacek

5. (Name of Registered Agent for Service of Process)
301 Yamato Road, Suite 2200
6. (Street Address of Registered Office)
Boca Raton Florida 33431
(City) (State) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
see attached *Paul Braica*
(Agent must sign on this line) Paul Braica

8. **The Corporation Trust Company, CT Trust Center, 1209 Orange Street, Wilmington, Delaware 19801**
(Address) of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS *101-70241* STREET ADDRESS
Westport Capital Management Corporation **301 Yamato Road, Suite 2200**
Boca Raton, Florida 33431

The general partner is registered with the Secretary of State of the State of Florida and has active status in the State of Florida.

- 301 Yamato Road, Suite 2200, Boca Raton, Florida 33431**
10. (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

** The Secretary of State of the State of Florida is appointed the agent of the foreign limited partnership for service of process if the authority of the designated agent has been revoked or the agent cannot be found or served with the exercise of reasonable diligence.*

12. **301 Yamato Road, Suite 2200, Boca Raton, Florida 33431**

FILED
01 JUL 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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.

Signed this 11th day of April 2001

General Partner: **Westport Capital
Management Corporation**
General Partner of
The Cedar Fund, L.P.

By Verne Sedlacek, It's President / Registered Agent

STATE OF **FLORIDA**
COUNTY OF **PALM BEACH**

On this 11th day of April 2001

Verne Sedlacek personally appeared before me,

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

Lauren Ann Lang

(Notary Public Signature)

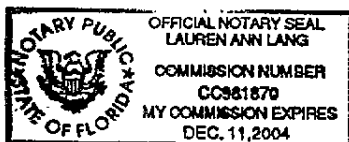
Lauren Ann Lang

(Notary's Printed Name)

FILED
01 JUL 30 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seal

My Commission Expires: 12/11/04



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared **Verne Sedlacek, President of**
Westport Capital Management Corporation

a general partner of **The Cedar 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 \$ 4 million
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10 million

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.

Signed this 11th day of April 2001

Westport Capital Management Corporation

By [Signature]
General Partner
Verne Sedlacek, It's President

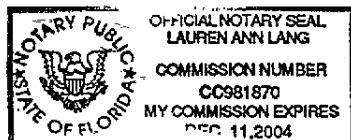
STATE OF **FLORIDA**

COUNTY OF **Palm Beach**

On this 11th day of April 2001

Verne Sedlacek, personally appeared before me,

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



Lauren Ann Lang
(Notary Public Signature)
Lauren Ann Lang
(Notary's Printed Name)

FILED
01 JUL 30 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seal My Commission Expires: 12/11/04