

WEST
CAPITAL
MANAGEMENT
CORPORATION

B01000000277

August 1, 2001

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

RE: The Cypress Fund, L.P.


400004531304--2
-08/14/01--01003--008
***1837.50 ***1837.50

Dear Ms. Cline:

On behalf of The Cypress 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) 912-0849.

Sincerely,


Barry R. Gainsburg, Esq.
Compliance Manager

FILED
01 AUG 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B01-277
OR

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

The Cypress Fund, L.P.

1. (Name of limited partnership as it is in the home state)

JWH Cypress 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

June 20, 2001

3. (State of Formation)

4. (Date of Formation)

Paul Braica

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

(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

STREET ADDRESS

Westport Capital Management Corporation

301 Yamato Road, Suite 2200

P01-70241

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.*

FILED
01 AUG 13 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

301 Yamato Road, Suite 2200, Boca Raton, Florida 33431

(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 8th day of August 2001

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

By [Signature]
Verne Sedlacek, It's President

STATE OF **FLORIDA**

COUNTY OF **PALM BEACH**

On this 8th day of August 2001

Verne O. Sedlacek personally appeared before me,

☒ who is personally known to me or

☐ whose identity I proved on the basis of _____ as identification.

[Signature]

(Notary Public Signature)

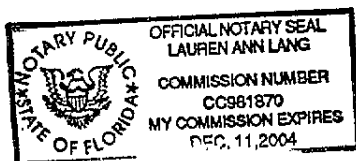
Lauren Ann Lang

(Notary's Printed Name)

Seal

My Commission Expires:

12/11/04



FILED
01 AUG 13 PM 5:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Cypress 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 8th day of August 2001

Westport Capital Management Corporation

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

STATE OF **FLORIDA**

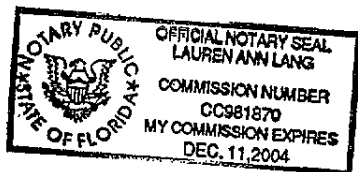
COUNTY OF **Palm Beach**

On this 8th day of August 2001

Verne O. Sedlacek, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____ as identification



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

Seal

My Commission Expires: 12/11/04

FILED
01 AUG 13 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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