

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.

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 directions or be in need of additional information please feel free to contact me at (561) 912-0849 \approx

Sincerely,

Barry R. Gainsburg, Esq./ Compliance Manager

> BO1-277 QC

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

		The Cypress Fund,	L.P.					
1.	(Name of lin	mited partnership as it is in the h		the state of the s				
	JWH	Cypress Fund, Limited	l 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	r en	and the second of the second o				
5.	(Name of Registered Agent for Service of Process)							
		301 Yamato Road, Suit	te 2200					
6.	(Street Address of Registered Office)							
	Boca Raton	Florida	33431	ALL SEG				
	(City)	(State)	(Zip Code)					
7.	Acceptance by the Registered Agent for Service	, ,	(24 0000)	ASS TIL				
	Se a Hached	of Hocess.		PH PH				
		sign on this line) Paul	Braica	\$.				
8.	The Corporation Trust Company, CT To	rust Center, 1209 Orange Stre	et. Wilmington Delawara 10901	一覧 だっこう				
	(Address) of registered office required in sta	te of formation or, if not require	d, address of principal office.)					
9.	NAMES OF GENERAL PARTNERS	STRI	EET ADDRESS					
	Westport Capital Management C		Yamato Road, Suite 2200 a Raton, Florida 33431	· · ·				
	The general partner is registered with t Florida.	he Secretary of State of the S	State of Florida and has active s	tatus in the State of				
	301 Yamato	Road, Suite 2200, Boo	ca Raton, Florida 33431					
10.	(Office where Names, Addresses	and Contributions of Limited Pa	artners are kept.)	1920 THE TOTAL				
11.	The limited partnership will undertake to ke	en the records listing the address	ses and capital contributions - £4.	theretal a				
	limited partners until the limited partnership	s registration in Florida is canc	eled or withdrawn.	iimited partner or				
		CONTINUED						
		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.

301 Yamato Road, Suite 2200, Boca Raton, Florida 33431 (Mailing Address of Limited Partnership) Under penalties of perjury 1, 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 8 h day of ange 2001 General Partner: Westport Capital Management Corporation General Partner of The Cypress Fund, L.P. By Verne Sedlacek, It's President

OI AUG 13 PM 5: XX
SECRETARY OF STATE
TALLAMASSEE, FLORIDA
cation.

(Notary's Printed Name)

Seal

My Commission Expires:

PALM BEACH

12/11/04



COUNTY OF

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

Westport Capital Management Corporation	
a general partner of The Cypress Fund, L.P. a (an) Delaware	o Taribar 1998
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:	
1. The amount of capital contributions of the limited partners is \$	-
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting bus	iness in
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 herein are true and correct.	s stated
Signed this St. day of Conquel 2001	
Westport Capital Management Corporation By General Partner Verne Sedlacek, It's President	<u>т</u>
STATE OF FLORIDA	0
On this Stv day of World 2001	
Verne 0. Sed acek, personally appeared before me,	ran makid . 1921 - 1980 - 19
who is personally known to me	
whose identity I proved on the basis of	
COMMISSION NUMBER CC981870 MY COMMISSION EXPIRES DEC. 11,2004 OFFICIAL NOTARY SEAL. (Notary Public Signature) LAUVEN AN LAU (Notary's Printed Name)	, ,
Seal My Commission Expires: 12/11/04	

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

		press runc							
	(Name of limited partner	ship as it is in the	home state)	-					
	JWH Cypress I	Zund Limit	ed Partnership)					
	JVVII Cypress I	normerchin prop	oses to register or tre	ansact business in	Florida; n	nust co	ntain the		
	(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							
	(State of Formation)	- 4	. (Date of Fo	rmation)					
	•	Paul Braica							
	(Name of Registered Agent f	tor Service of Pro	icessj		ಸ್ಥೆಯ	0			
	301 Yam	ato Road, S	uite 2200		EC	~~~			
	(Street Address of Regis				全所	9N	_		
	(Miless) per ens en ens		_		AS	<u>-</u>	<u> </u>		
	Boca Raton	Florida	3	3431	<u> </u>		<u> </u>		
	(City)	- (State)		(Zip Code)	<u></u>	2	Ö		
	A A A A A A A A A A A A A A A A A A A				S	Ċ			
A	occeptance by the Registered Agent for Service of Proces	" //	10		<u> </u>	00			
		1 au	Brace	<u> </u>	20	<u> </u>			
	(Agent must sign on this	s line) T	aul Braica						
	The Company of Trust Center	r. 1209 Orange	Street, Wilmington	ı, Delaware 1980	01				
	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.)								
	(Address) of registered office required in								
	NAMES OF GENERAL PARTNERS		STREET ADDRESS		-		-		
	Cownownt	ion	301 Yamato Ro	ad. Suite 2200)				
	Westport Capital Management Corporat		Boca Raton, Florida 33431						
	The general partner is registered with the Secret	ions of State of	the State of Floria	la and has activ	e status ii	n the S	tate of		
	The general partner is registered with the Sected Florida.	ary of Braic of	<u></u>						
	301 Yamato Road,	Suite 2200,	Boca Raton, I	Florida 3343	1				
Ď.	(Office where Names, Addresses and Contr	ibutions of Limi	ed Parmers are kept	(.)					
1.	The limited partnership will undertake to keep the rec	ords listing the	ddresses and capita	l contributions of	the limite	d partn	er or		

CONTINUED

limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

^{*} 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.