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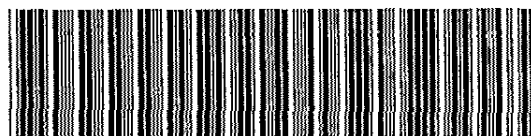
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

TC
\$125,000,000.00



CORPORATION SERVICE COMPANY

file 3rd

ACCOUNT NO. : 072100000032

REFERENCE : 856394 4320702

AUTHORIZATION :

COST LIMIT : \$ 1,785.00

ORDER DATE : August 20, 2004

ORDER TIME : 12:42 PM

ORDER NO. : 856394-015

CUSTOMER NO: 4320702

CUSTOMER: Jan Wilhite, Legal Assistant
Akin, Gump, Strauss, Hauer &
Suite 4100
1700 Pacific Avenue
Dallas, TX 75201-4618

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: GALBRAITH CAPITAL EQUITY
MARKET NEUTRAL FUND, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR
GALBRAITH CAPITAL EQUITY MARKET NEUTRAL FUND, L.P.**

1. The name of the foreign limited partnership is Galbraith Capital Equity Market Neutral Fund, L.P.

2. The name of the foreign limited partnership is available for use in Florida.

3. The state of formation of this foreign limited partnership is Delaware.

4. The foreign limited partnership was formed in Delaware on June 29, 2004.

5. Joseph Galbraith will serve as registered agent for service of process.

6. The address of the registered office is 113 Wateredge Court, Safety Harbor, Florida 34695.

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

8. The address of the principal office is 113 Wateredge Court, Safety Harbor, Florida 34695.

9. The name and address of the sole general partner is:

Galbraith Capital, L.P.
c/o Joseph Galbraith
113 Wateredge Court
Safety Harbor, Florida 34695

10. The office address where the names, addresses and contributions of limited partners are kept is as follows:

113 Wateredge Court
Safety Harbor, Florida 34695

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.

12. The mailing address of this foreign limited partnership is as follows:

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TALLAHASSEE FLORIDA

113 Wateredge Court
Safety Harbor, Florida 34695

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 16th day of ^{August}~~July~~, 2004.

GALBRAITH CAPITAL EQUITY MARKET NEUTRAL FUND, L.P.

By: Galbraith Capital, L.P.,
its general partner

By: Galbraith Capital, L.L.C.,
its general partner

By: [Signature]
Name: Joseph Galbraith
Title: Manager

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Florida §
§
County of Pinellas §

On this 16 day of ^{August}~~July~~, 2004, Joseph Galbraith, personally appeared before me, who is personally known to me. Produced FL DL

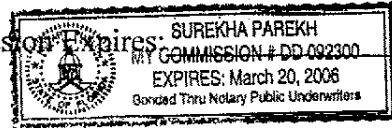
GJ 416482-71419-0
12-7-00 11/19/07

[Signature]
(Notary Public Signature)

(Printed Name of Notary)

Seal

My Commission Expires:



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

BEFORE ME, the undersigned, personally appeared Joseph Galbraith, Manager of Galbraith Capital, L.L.C., the general partner of Galbraith Capital, L.P., the general partner of Galbraith Capital Equity Market Neutral Fund, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 250,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 125,000,000.

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

Signed this 16th day of August, 2004.

GALBRAITH CAPITAL EQUITY MARKET NEUTRAL FUND, L.P.

By: Galbraith Capital, L.P.,
its general partner

By: Galbraith Capital, L.L.C.,
its general partner

By: [Signature]
Name: Joseph Galbraith
Title: Manager

State of Florida §
 §
County of Pinellas §

On this 16th day of August, 2004, Joseph Galbraith, personally appeared before me, who is personally known to me.

FLDL #

9416-42-71-419-0
R-7-00 11/19/07

[Signature]
(Notary Public Signature)

(Printed Name of Notary)

Seal

My Commission Expires

