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Account Name : CORPORATION SERVICE COMPANY
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FOREIGN LIMITED PARTNERSHIP**IMPERIUM MARKET NEUTRAL FUND, LP**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$1,785.00

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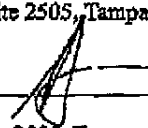
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CORPORATION SVC CO

NO. 548 P. 2/4

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APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR IMPERIUM MARKET NEUTRAL FUND, LP

1. The name of the foreign limited partnership is Imperium Market Neutral Fund, LP.
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 May 22, 2001.
5. Stephen R. Goldfield will serve as registered agent for service of process.
6. The address of the registered office is One Tampa City Center, Suite 2505, Tampa, Florida 33602.
7. Acceptance by the Registered Agent for Service of Process: 
8. The address of the principal office is One Tampa City Center, Suite 2505, Tampa, Florida 33602.
9. The name and address of the sole general partner is:
Imperium Capital Management, LLC
c/o Stephen R. Goldfield
One Tampa City Center
Suite 2505
Tampa, Florida 33602
10. The office address where the names, addresses and contributions of limited partners are kept is as follows:
One Tampa City Center
Suite 2505
Tampa, Florida 33602
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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CORPORATION SVC CO

NO. 548 P. 3/4

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

One Tampa City Center
Suite 2505
Tampa, Florida 33602

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 10th day of January, 2005.

IMPERIUM MARKET NEUTRAL FUND, LP

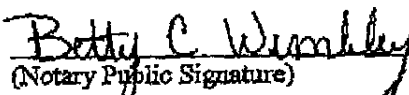
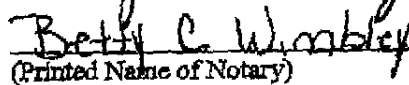
By: Imperium Capital Management, LLC
its general partner

By: 
Name: Stephen R. Goldfield
Title: Manager

State of Florida §
County of Hillsborough §

On this 10th day of January, 2005, Stephen R. Goldfield, personally appeared before me, who is personally known to me.

BETTY C. WIMBLEY
Notary Public, State of Florida
My Comm. Expires Jan. 1, 2007
No. DD175127


(Notary Public Signature)

(Printed Name of Notary)

Seal

My Commission Expires: Jan. 1, 2007

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CORPORATION SVC CO

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

BEFORE ME, the undersigned, personally appeared Stephen R. Goldfield, Manager of Imperium Capital Management, LLC, the general partner of Imperium Market Neutral Fund, LP, 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 \$13,988,181.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$500,000,000.00.

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 10th day of January, 2005.

IMPERIUM MARKET NEUTRAL FUND, LP

By: Imperium Capital Management, LLC,
its general partner

By: [Signature]
Name: Stephen R. Goldfield
Title: Manager

State of Florida §
County of Hillsborough §

On this 10th day of January, 2005, Stephen R. Goldfield, personally appeared before me, who is personally known to me.

BETTY C. WIMBLEY
Notary Public, State of Florida
My Comm. Expires Jan. 1, 2007
No. DD175127

Betty C. Wimbley
(Notary Public Signature)
Betty C. Wimbley
(Printed Name of Notary)

Seal

My Commission Expires: Jan. 1, 2007

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