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SECRETARY OF STATE DIVISION OF CORPORATION

EFFECTIVE DATE





7777 Glades Road Boca Raton, FL 33434 Tel: 561.883.0740

Fax: 561.482.4055 Email: info@derncapital.com

Website: www.derncapital.com

October 18, 2006

Division of Corporations Attn: Registration Section Clifton Building 2661 Executive Center Circle Tallahassee, FL 32399

RE: State of Florida Foreign Corporation and Foreign LP Registrations

Dear Sir or Madam:

Please find enclosed the documents listed below. Checks in the amount of \$3,070 have also been included to cover the filing fees and registered agent fees for each limited partnership and the \$70 corporation filing fee.

- 1) One original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida, Delaware Good Standing certificate submitted by Market Corporation.
- One original and one copy of the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida and Delaware Good Standing certificate submitted by each of **Dern's Market Neutral Fund, L.P.** ("Neutral Fund"), **Dern's Market Opportunity Fund, L.P.** ("Opportunity Fund") and **Valley Management, L.P.** ("Valley Management").

Please note that Market Corporation is the general partner of Valley Management, and as such, its application should be processed first in order for it to have an active registration or filing on file prior to the processing of Valley Management's application. Also note that Valley Management is the general partner of both Neutral Fund and Opportunity Fund, and that as such, its application should be processed first in order for it to have an active registration or filing on file prior to the processing of either Neutral Fund's or Opportunity Fund's application.

I thank you in advance for your expedience in this matter. Please send the filing acknowledgments to my attention. Please contact me should you have any questions and/or need additional information.

Sincerely yours.

Alvin Dern, Secretary-Treasurer

Enclosures

COVER LETTER

Division of Corporations	
SUBJECT: Dern's Market Neutral Fund,	L.P.
(Name of Foreign Limited Partnership or Limited	
The enclosed application, certificate of status and feel limited partnership or limited liability limited partnership Please return all correspondence concerning this mat	rship to transact business in Florida. eter to:
Mark R. Dern	
(Contact Person)	
Market Corporation	
(Firm/Company)	
7777 Glades Road, Suite 207A	'
(Address)	
Boca Raton, Florida 33434	
(City, State and Zip Code)	
For further information concerning this matter, pleas	e call:
Mark R. Dern at (56	
(Name of Contact Person) (Ar	rea Code and Daytime Telephone Number)
Enclosed is a check for the following amount:	
✓\$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee) \$1,008.75 Filing Fees and Certificate of Status	2.50 Filing Fees \$\Bigcup \\$1,061.25 Filing Fee, Certified Copy, and Certificate of Status
Registration Section Division of Corporations Clifton Building	MAILING ADDRESS: Registration Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP TO TRANSACT BUSINES IN FLORIDA

1. Dern's Market Neutral Fund, L.P.	
(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix) Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP; or Ltd. Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.	
(If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.)	
_{2.} Delaware 3. April 1, 2002	,
(State or Country of Formation) (Date of Formation)	
4. Alvin Dern	2006 OCT 20 AM 8: 25
(Name of Registered Agent for Service of Process)	7 P
_{5.} 7777 Glades Road, Suite 207A	O
(Florida street address for Registered Agent)	3
Boca Raton, FL 33434	8: 25
6. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with an accept the obligations of my position as registered agent.	·
Signature of Registered Agent	
7. 7777 Glades Road, Suite 207A	
(Principal office address)	
Boca Raton, FL 33434	_
0 161:	
8. If limited partnership is a limited liability limited partnership, check box.	

Page 1 of 3



9. same as principal office address (Mailing address)				
10. Name, principal office address, and m	nailing address of each general partner:			
Valley Management, L.P.	7777 Glades Road, Suit	e 20	7A	
(Name)	Boca Raton, Florida 33434			
	same as above (Mailing Address)	<u>041</u>	9	
(Name)	(Street Address)	 ~	ė	
	(Mailing Address)	106 OCT 20	SECRETAR VISION OF C	
(Name)	(Street Address)	AM 8: 25	Y OF STATE ORPORATION:	
	(Mailing Address)	<u> </u>	₹Æ.	
(Name)	(Street Address)			
	(Mailing Address)			

Page 2 of 3

Page 3 of 3

\$52.50

\$8.75

Certified Copy (optional):

Certificate of Status (optional):

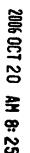
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DERN'S MARKET NEUTRAL FUND, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DERN'S MARKET NEUTRAL FUND, L.P." WAS FORMED ON THE FIRST DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.





AUTHENTICATION: 5119379

DATE: 10-17-06

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