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ACCOUNT NO. : 072100000032

REFERENCE : 705098 7122935

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : May 22, 2000

ORDER TIME : 11:24 AM

ORDER NO. : 705098-005

500003263925--9

CUSTOMER NO: 7122935

CUSTOMER: Ms. Robin Gordon
Law Offices Of Michael Lapat
Suite 311
3300 University Drive
Coral Springs, FL 33065

FOREIGN FILINGS

NAME: FLOW TRADING FUND MANAGEMENT,
INC.

00 MAY 23 PM 1:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 23 PM 12:13

RECEIVED

3/2
5/23

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Flow Trading Fund Management, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 36-4259755
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/18/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1601 W. School Street #203
Chicago, IL 60657
(Current mailing address)
8. General Partner of Investment Fund
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 and accept the obligations of my position as registered agent.

Corporation Service Company

By: [Signature]

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael J. Lapat
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael J. Lapat, Vice President
(Typed or printed name and capacity of person signing application)

FLOW TRADING FUND MANAGEMENT, INC.

OFFICERS AND DIRECTORS

- 1) Mark A. Epstein President / Treasurer
1601 West School Street Director
Suite #203
Chicago, IL 60657
- 2) Michael J. Lapat Vice President / Secretary
10200 N.W. 19th Street Director
Coral Springs, FL 33071

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 23 PM 1:01

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLOW TRADING FUND MANAGEMENT, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MAY, A.D. 2000.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 23 PM 1:01



Edward J. Freel

Edward J. Freel, Secretary of State

2968553 8300

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AUTHENTICATION: 0451140

DATE: 05-22-00