



F02000002057

02 APR 24 PM 4:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 543238 4320916

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 87.50

ORDER DATE : April 23, 2002

ORDER TIME : 3:46 PM

ORDER NO. : 543238-005

CUSTOMER NO: 4320916

600005338956--9

CUSTOMER: Marty Pomerance, Paralegal
Dorsey & Whitney L.l.p.
250 Park Avenue

New York, NY 10177

FOREIGN FILINGS

NAME: CIPHER INVESTMENT MANAGEMENT
COMPANY, INC.

file first

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
02 APR 24 PM 4:37
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
APR 24 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CIPHER INVESTMENT MANAGEMENT COMPANY, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MARTIN POMERANCE, PARALEGAL
(Name of Person)

DORSEY & WHITNEY LLP
(Firm/Company)

250 PARK AVENUE
(Address)

NEW YORK, NY 10177
(City/State and Zip code)

For further information concerning this matter, please call:

MARTIN POMERANCE at (212) 735-0784
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. CIPHER INVESTMENT MANAGEMENT COMPANY, 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

(State or country under the law of which it is incorporated)

3. 13-3765339

(FEI number, if applicable)

4. 4/15/1994

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. ONE ALHAMBRA PLAZA, SUITE 1110, CORAL GABLES, FL 33134

(Principal office address)

ONE ALHAMBRA PLAZA, SUITE 1110, CORAL GABLES, FL 33134

(Current mailing address)

ALL PURPOSES PERMITTED UNDER DELAWARE AND FLORIDA LAW.

8. _____
(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: THE PRENTICE-HALL CORPORATION SYSTEM, INC.

Office Address: 1201 Hays Street

Tallahassee

(City)

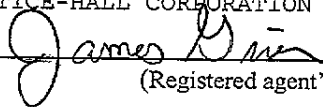
, Florida 32301

(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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.


(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ALEJANDRO KNOEPFFLER

Address: ONE ALHAMBRA PLAZA, SUITE 1110, CORAL GABLES, FL 33134

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ALEJANDRO KNOEPFFLER

Address: ONE ALHAMBRA PLAZA, SUITE 1110, CORAL GABLES, FL 33134

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. Alejandro Knoepffler
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ALEJANDRO KNOEPFFLER, PRESIDENT AND DIRECTOR

(Typed or printed name and capacity of person signing application)

FILED
MAR 24 PM 4:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Delaware

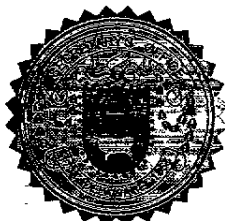
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIPHER INVESTMENT MANAGEMENT COMPANY, 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-THIRD DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CIPHER INVESTMENT MANAGEMENT COMPANY, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF APRIL, A.D. 1994.

FILED
02 APR 24 PM 4:51
SECRETARY OF STATE
DELAWARE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2395039 8300

AUTHENTICATION: 1737749

020258744

DATE: 04-23-02