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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

Sphynx Funds LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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1/15/04

FAX AUDIT # 71070000008422

**ARTICLES OF ORGANIZATION
OF
Sphynx Funds LLC**

ARTICLE I NAME

The name of the limited liability company shall be: Sphynx Funds LLC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 1717 N. Bayshore Dr., Suite 130, Miami, Florida 33132.

ARTICLE III INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Oleg A. Makhorine, 1717 N. Bayshore Dr., Suite 130, Miami, Florida 33132. Located in the County of Dade.

ARTICLE IV DURATION

The duration for the limited liability company shall be: 12/31/2044.

ARTICLE V MANAGERS/MEMBERS

The management of the limited liability company is reserved for the Managers and the name and address of the manager of the Limited Liability Company is:

Oleg A. Makhorine, 1717 N. Bayshore Dr., Suite 130, Miami, Florida 33132

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
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Business Filings Incorporated, Organizer

Mark Schiff, AVP

Authorized Representative

Prepared by Mark Schiff, Business Filings Incorporated, 8025 Excelsior Dr., Suite 200,
Madison, WI 53717

(608) 827-5300

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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

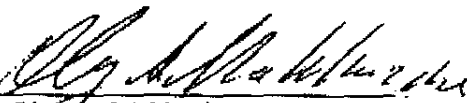
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

The name of the limited liability company is: **Sphynx Funds LLC**

The name and address of the registered agent and office is: Oleg A. Makhorine, 1717 N.
Bayshore Dr., Suite 130, Miami, Florida 33132. Located in the County of Dade.

Having been named as registered agent and to accept service of process for the above
stated company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties,
and I am familiar with and accept the obligations of my position as registered agent.

Signature:


Oleg A. Makhorine

Date: December 29, 2003

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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