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FLORIDA/FOREIGN LIMITED LIABILITY CO.

COHEN OPPORTUNITY FUND, LLC

Certificate of Status	0
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EXAMINER

H08000070271 3

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY
OF
COHEN OPPORTUNITY FUND, LLC**

ARTICLE I
Name

The name of this Limited Liability Company is **COHEN OPPORTUNITY FUND, LLC** (the "Company").

ARTICLE II
Addresses

The mailing address and street address of the principal office of the Company is:

David L. Cohen, Manager
65 Sturges Highway
Westport, Connecticut 06880

ARTICLE III
Duration

The period of duration for the Company is perpetual.

ARTICLE IV
Registered Office and Agent

The name and the Florida street address of the registered agent are:

CLASP Inc.
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above stated limited liability 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

H08000070271 3

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am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

CLASP Inc.

Registered Agent



Howard M. Hujsa, Vice President

ARTICLE V
Management

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE VI
Limitation on Agency
Authority of Members

Pursuant to Section 608.42335, Florida Statutes, no member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a member, and no member may bind the Company by taking any action solely by virtue of being a member.

ARTICLE VII
Written Operating Agreement

Any Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written Operating Agreement of the Company, as amended and in existence from time to time.

Dated this 14th day of March, 2008.

By: 

Howard M. Hujsa, authorized agent

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)