

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L09000067198
FILED 8:00 AM
July 13, 2009
Sec. Of State
clewis

Article I

The name of the Limited Liability Company is:
ICP MULTI-STRATEGY FUND LLC

Article II

The street address of the principal office of the Limited Liability Company is:
240 CRANDON BOULEVARD
SUITE 230
KEY BISCAYNE, FL. US 33149

The mailing address of the Limited Liability Company is:
240 CRANDON BOULEVARD
SUITE 230
KEY BISCAYNE, FL. US 33149

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
INVESTORS CAPITAL PARTNERS LLC
240 CRANDON BOULEVARD
SUITE 230
KEY BISCAYNE, FL. 33149

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 am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: WINNIE PRITCHETT

Article V

The name and address of managing members/managers are:

Title: MGR
WINNIE PRITCHETT
240 CRANDON BOULEVARD, SUITE 230
KEY BISCAYNE, FL. 33149 US

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Signature of member or an authorized representative of a member

Signature: WINNIE PRITCHETT