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RIYADH (AFFILIATE)

June 7, 2001

VIA OVERNIGHT

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

600004398106--1  
-06/12/01--01015--005  
\*\*\*2217.50 \*\*\*\*125.00

Ladies and Gentlemen:

Enclosed are the following documents:

1. Application for Authorization to Transact Business in Florida for Imperium Advisors LLC ("IA"), accompanied by a good standing certificate from Delaware;
2. Certificate of Designation of Registered Agent/Office for IA;
3. Application for Authorization to Transact Business in Florida for Imperium Capital Management, LLC ("ICM"), accompanied by a good standing certificate from Delaware;
4. Certificate of Designation of Registered Agent/Office for ICM;
5. Application for Authorization to Transact Business in Florida for Imperium Market Neutral Fund, LP (the "Fund");
6. Affidavit of Capital Contributions for the Fund;
7. Application for Authorization to Transact Business in Florida for Imperium Market Neutral Fund (QP), LP (the "QP Fund");
8. Affidavit of Capital Contributions for the QP Fund; and
9. A check in the amount of \$2,217.50 for filing fees.

FILED  
JUN 27 2001  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

101-456  
QR

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.  
June 8, 2001  
Page 2

Please file the above-referenced documents and provide me with certified copies. If you have any questions please contact me at the number above.

Sincerely,



Michelle Newby Lancaster  
Paralegal

MNL  
Enclosures  
cc: M. Todd Williams

FILED  
01 JUN 27 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 15, 2001

MICHELLE LANCASTER  
AKIN, GUMP, STRASS, HAUER & FELD  
1700 PACIFIC AVENUE, SUITE 4100  
DALLAS, TX 75201

SUBJECT: IMPERIUM ADVISORS, LLC  
Ref. Number: W01000013785

We have received your document for IMPERIUM ADVISORS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Tammi Cline  
Document Specialist

Letter Number: 601A00036774

FILED  
01 JUN 27 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Imperium Advisors, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 74-3002689  
(FEI number, if applicable)
4. May 17, 2001  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. One Tampa City Center, Suite 2505  
Tampa, Florida 33602  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Steve Goldfield, One Tampa City Center, Suite 2505, Tampa, Florida 33602

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: investment management  
and any other activity permitted by law

Michelle Newby Lancaster

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michelle Newby Lancaster

Typed or printed name of signee

01 JUN 27 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Imperium Advisors, LLC

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

Steve Goldfield

(Name)

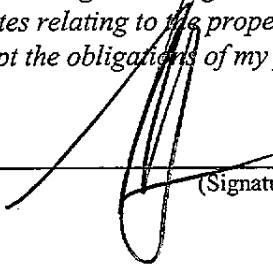
One Tampa City Center, Suite 2505

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa, FL 33602

City/State/Zip

*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 as provided for in Chapter 608, F.S.*

  
(Signature)

|           |                                  |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application       |
| \$ 25.00  | Designation of Registered Agent  |
| \$ 30.00  | Certified Copy (optional)        |
| \$ 5.00   | Certificate of Status (optional) |

FILED  
01 JUN 27 PM 26  
TALLAHASSEE  
SECRETARY OF STATE

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMPERIUM ADVISORS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MAY, A.D. 2001.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

AUTHENTICATION: 1158063

3393602 8300

010255663

DATE: 05-29-01