

MO2000001089



ACCOUNT NO. : 072100000032

REFERENCE : 543238 4320916

AUTHORIZATION :

Patricia Pignata

COST LIMIT : \$ 160.00

ORDER DATE : April 23, 2002

ORDER TIME : 11:04 AM

ORDER NO. : 543238-010

CUSTOMER NO: 4320916

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

600005369536-- J

New York, NY 10177

FOREIGN FILINGS

NAME: CIPHER LONG/SHORT EQUITY FUND
LLC

XXXX QUALIFICATION (TYPE: LL)

02 APR 29 PM 12:17
CIVIL DIVISION

02 APR 29 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

| | |
|----------------|---|
| Name | PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: |
| Availability | |
| Document | <u>XX</u> CERTIFIED COPY |
| Examination | <u>XX</u> CERTIFICATE OF GOOD STANDING |
| Updater | DCC |
| Name | CONTACT PERSON: Norma Hull -- EXT# 1115 |
| Verifier | DCC |
| Administrative | DCC |
| W.P. Verifier | DCC |

EXAMINER: _____

MO2000001089

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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. CIPHER LONG/SHORT EQUITY FUND LLC
(Name of foreign limited liability company)

2. DELAWARE 3. 13-3765339
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 4/26/2000 5. PERPETUAL
(Date of Organization) (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 ALHAMBRA PLAZA, SUITE 1110, CORAL GABLES, FL 33134
(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:
CIPHER INVESTMENT MANAGEMENT COMPANY, INC., ONE ALHAMBRA PLAZA,
CORAL GABLES, FL 33134

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TALLAHASSEE, FLORIDA

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: INVESTMENTS/INVESTMENT
MANAGEMENT

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.)

ALEJANDRO KNOEPFFLER

Typed or printed name of signer

**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:

CIPHER LONG/SHORT EQUITY FUND LLC

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

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

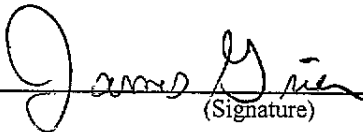
Tallahassee FL 32301
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

Delaware

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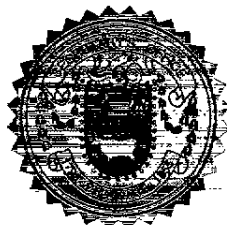
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIPHER LONG/SHORT EQUITY FUND 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-SIXTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CIPHER LONG/SHORT EQUITY FUND LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2002.

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SECRETARY OF STATE
WILMINGTON, DELAWARE

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3218271 8300

AUTHENTICATION: 1744083

020266600

DATE: 04-26-02