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FILED
02 AUG -1 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 686755 4320916
AUTHORIZATION : *Patricia Pizuto*
COST LIMIT : \$ 25.00

ORDER DATE : July 31, 2002

ORDER TIME : 10:43 AM

ORDER NO. : 686755-005

500006852845--9

CUSTOMER NO: 4320916

CUSTOMER: Marty Pomerance, Paralegal
Dorsey & Whitney L.l.p.
250 Park Avenue
New York, NY 10177

ALI

FOREIGN FILINGS

NAME: CIPHER LONGSHORT EQUITY FUND
LLC

XX LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER: _____

RECEIVED
02 AUG -1 AM 11:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

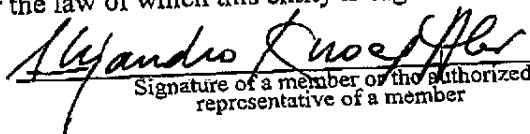
SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Cipher Long/Short Equity Fund LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: April 29, 2002

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SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? July 25, 2002
5. New name of the limited liability company: _____
Cipher Market Neutral Equity Fund LLC
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member of the authorized representative of a member

Alejandro Knoepffler
Typed or printed name of signee

Filing Fee: \$25.00

Delaware

The First State

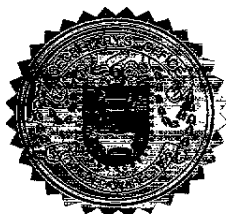
PAGE 1
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02 AUG - 1 PM 1:31
SECRETARY OF STATE
HARRIET SMITH WINDSOR
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CIPHER LONG/SHORT EQUITY FUND LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CIPHER MARKET NEUTRAL EQUITY FUND LLC", THE TWENTY-FIFTH DAY OF JULY, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CIPHER MARKET NEUTRAL EQUITY FUND LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3218271 8320

AUTHENTICATION: 1913014

020487938

DATE: 07-31-02