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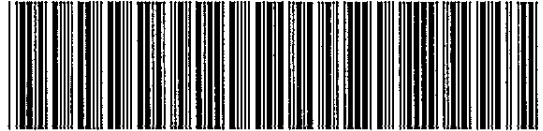
(Business Entity Name)

(Document Number)

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FILED  
03 MAR 25 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
03 MAR 25 PM 3:30  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CT CORPORATION

March 25, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5815894 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Orion Fund Management, Inc. (FL)  
Incorporation  
Florida

*File 1st*

Orion Capital Markets Growth Fund, L.P. (FL)  
Formation  
Florida

*Thank you  
M.S.*

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**ARTICLES OF INCORPORATION  
OF  
ORION FUND MANAGEMENT, INC.**

FILED  
03 MAR 25 PM 12:4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**UNDER CHAPTER 607 AND/OR CHAPTER 621  
OF THE FLORIDA STATUTES**

**ARTICLE I.**

**NAME**

The name of the corporation is: Orion Fund Management, Inc.

**ARTICLE II.**

**PRINCIPAL OFFICE**

The principal place of business is 9 Fiesta Way, Ft. Lauderdale, Florida 33467.

**ARTICLE III.**

**PURPOSE**

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Statutes.

**ARTICLE IV.**

**SHARES**

The number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock, par value of \$.01 per share.

**ARTICLE V.**

**INITIAL OFFICERS/DIRECTORS**

The sole director and officer of the corporation is Joseph Safina, 9 Fiesta Way, Ft. Lauderdale, Florida 33467.

## **ARTICLE VI.**

### **BY-LAWS**

6.1 The Board of Directors shall adopt By-laws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

6.2 The power to adopt, alter, amend or repeal the By-laws of the corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the By-laws.

6.3 Any By-laws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any By-laws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

## **ARTICLE VII.**

### **AMENDMENTS**

The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

## **ARTICLE VIII.**

### **REGISTERED AGENT**

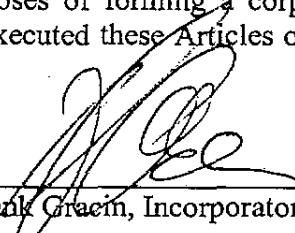
The name and address of the Registered Agent is Joseph Safina, 9 Fiesta Way, Ft. Lauderdale, Florida 33467.

## **ARTICLE IX.**

### **INCORPORATOR**

The name and address of the Incorporator is Hank Gracin c/o Lehman & Eilen LLP, 50 Charles Lindbergh Boulevard, Suite 505, Uniondale, New York 11753.

**IN WITNESS WHEREOF**, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 31<sup>st</sup> day of March, 2003.

  
\_\_\_\_\_  
Hank Gracin, Incorporator

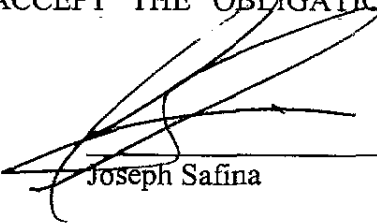
**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The Name of the Corporation is:
2. The name and address of the  
registered agent and office is:     Joseph Safina  
  9 Fiesta Way  
  Fort Lauderdale, Florida 33467

Dated this 21<sup>st</sup> day of March, 2003.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

  
\_\_\_\_\_  
Joseph Safina

Dated this 21<sup>st</sup> day of March, 2003

FILED  
03 MAR 25 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA