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Florida Department of State
Division of Corporations
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From:
Account Name : JAM MARK LIMITED
Account Number : I20000000112
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AL

FOREIGN LIMITED PARTNERSHIP
Topaz Fund, L.P.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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01 JUL 26 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. TOPAZ FUND, L.P.
(Name of limited partnership as it is in the home state)

2. TOPAZ FUND L.P.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. DELAWARE (State of Formation) 4. MAY 22, 2001 (Date of Formation)

5. Intrastate Registered Agent Corporation
(Name of Registered Agent for Service of Process)

6. 701 Brickell Avenue, Suite 3000
(Street Address of Registered Office)

Miami (City) Florida 33131 (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
INTRASTATE REGISTERED AGENT CORPORATION
By: [Signature]
Steven Hagen, (Agent must sign on this line) Vice President
8. 1209 Orange Street, Wilmington, Delaware 19801

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>CRYSTAL ADVISORS, L.L.C.</u>	<u>1111 KANE CONCOURSE, SUITE 404 BAY HARBOR ISLANDS, FLORIDA 33154</u>

10. CRYSTAL ADVISORS, L.L.C.
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12 1111 KANE CONCOURSE, SUITE 404

RAY HARBOR ISLANDS, FLORIDA 33154

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 20th day of July, 2001.

[Handwritten Signature]

General Partner

STATE OF FLORIDA

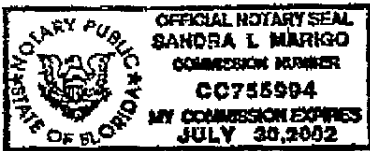
COUNTY OF MIAMI-DADE

On this 20th day of July, 2001.

STEVEN BROD personally appeared before me,
PRESIDENT, CRYSTAL ADVISORS, L.L.C., GENERAL PARTNER

who is personally known to me

whose identity I proved on the basis of _____



[Handwritten Signature]

(Notary Public Signature)

SANDRA L. MARIGO
(Notary's Printed Name)

Seal My Commission Expires: 07/30/02

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared STEVEN BROD, PRESIDENT, CRYSTAL ADVISORS, L.L.C.
a general partner of TOPAZ FUND, L.P., a (an) DELAWARE
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5,000.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 20 day of July, 2001.

[Handwritten Signature]

General Partner

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

On this 20TH day of July, 2001

STEVEN BROD, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

[Handwritten Signature]

(Notary Public Signature)

SANDRA L. MARIGO
(Notary's Printed Name)



Seal

My Commission Expires: 7/30/02

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOPAZ FUND, L.P." 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 NINTH DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TOPAZ FUND, L.P." WAS FORMED ON THE THIRTIETH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1231816

DATE: 07-09-01