



# FOI000003980

ACCOUNT NO. : 072100000032

REFERENCE : 242525 7130036

AUTHORIZATION : *Patricia Pijoto*

COST LIMIT : \$ 70.00

ORDER DATE : July 25, 2001

ORDER TIME : 9:37 AM

ORDER NO. : 242525-050

CUSTOMER NO: 7130036

CUSTOMER: Ms. Marilyn L. Beckers  
Sunrock Capital Corp.  
Suite 306  
1835 Market Street  
Philadelphia, PA 19103

FILED  
01 JUL 27 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: SUNROCK CAPITAL CORP.

600004501806--0

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

RECEIVED  
01 JUL 27  
DIVISION OF CORPORATION

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: \_\_\_\_\_

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA*

1. Sunrock Capital Corp.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 23-3062442

(FEI number, if applicable)

4. November 17, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1835 Market Street, Suite 306, Philadelphia, PA 19103-2933

(Principal office address)

1835 Market Street, Suite 306, Philadelphia, PA 19103-2933

(Current mailing address)

Financial Services - asset-based lending

8. \_\_\_\_\_

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

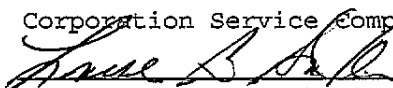
(City)

(Zip code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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TALLAHASSEE FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. John M. Hopkins  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John M. Hopkins  
(Typed or printed name and capacity of person signing application)

**DIRECTORS**

Mr. Masakaza Arisaka	1211 Avenue of the Americas	New York	NY	10036-8701
Mr. Tatsuo Eguchi	1211 Avenue of the Americas	New York	NY	10036-8701
Laurie Harrison	1211 Avenue of the Americas	New York	NY	10036-8701
Mr. Yoji Sato	1211 Avenue of the Americas	New York	NY	10036-8701
Walter M. Einhorn	1835 Market Street, Suite 306	Philadelphia	PA	19103-2945

**OFFICERS**

Walter M. Einhorn	President / CEO	1835 Market Street, Suite 306	Philadelphia	PA	19103-2945
John M. Hopkins	Chief Financial Officer	1835 Market Street, Suite 306	Philadelphia	PA	19103-2933
Laurie Harrison	Secretary	1211 Avenue of the Americas	New York	NY	10036-8701

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 "SUNROCK CAPITAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JULY, A.D. 2001.

FILED  
01 JUL 27 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

3317727 8300

AUTHENTICATION: 1263357

010362259

DATE: 07-26-01