



M010000000031

ACCOUNT NO. : 072100000032

REFERENCE : 040294 4338256

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 25.00

ORDER DATE : February 22, 2001

ORDER TIME : 9:48 AM

ORDER NO. : 040294-010

000003767680--8

CUSTOMER NO: 4338256

CUSTOMER: Christopher Valeri, Legal Asst
Kirkland & Ellis
153 East 53rd Street
39th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: MN CAPITAL LLC

XX PROFIT
 NON-PROFIT

 CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER:

VB
2-22-01

RECEIVED
01 FEB 26 AM 11:33
DIVISION OF CORPORATION
01 FEB 25 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

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

SECTION I (1-3 must be completed)

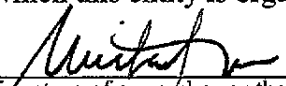
1. Name of limited liability company as it appears on the records of the Florida Department of State: MN CAPITAL LLC
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: January 5, 2001

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? February 13, 2001
5. New name of the limited liability company: RoundTable Merchant Partners 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 or the authorized
representative of a member

Michael Nissan

Typed or printed name of signee

Filing Fee: \$25.00

01 FEB 26 PM 12:07
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ALL AMENDMENTS
FILED
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AND
FILED

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MN CAPITAL LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ROUNDTABLE MERCHANT PARTNERS LLC", THE THIRTEENTH DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

APPROVED
AND
FILED
01 FEB 26 PM 12:07
SECRETARY OF STATE
ALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3329782 8320

AUTHENTICATION: 0986835

010089349

DATE: 02-23-01