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DAVIES WARD PHILLIPS & VINEBERG LLP

625 MADISON AVENUE 12TH FLOOR NEW YORK, N.Y. 10022
TELEPHONE: (212) 308-8866 FAX: (212) 308-0132

DAVID L. MCKINNEY
Direct Line 212 - 588-5585
dmckinney@dwvp.com

File No. 060922 65380

August 13, 2002

BY FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-08/14/02--01050--001
*****70.00 *****70.00

Rock Capital Partners, LLC
Registration as a Foreign Limited Liability Company

M02-2256

W02-23641

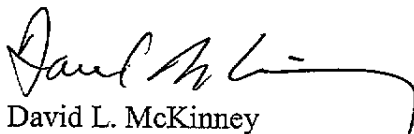
Dear Sir or Madam:

On behalf of Rock Capital Partners, LLC (the "Firm"), we request registration with the Florida Secretary of State as a foreign limited liability company. Enclosed please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, an original, duly authenticated Certificate of Existence and filing fee of \$70.00.

Please contact the undersigned at (212) 588-5585 with any questions or comments you may have. We request that you contact us by telephone once the Firm has been issued with document number for identification, to facilitate immediate registration of a Branch Office with the Division of Securities and Finance.

We thank you in advance for your kind consideration of the application.

Respectfully submitted,
DAVIES WARD PHILLIPS & VINEBERG LLP


David L. McKinney

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 28 PM 3:59

Wg/28

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*****55.00 *****55.00

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File No. 060922 65380

August 23, 2002

BY FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100007340371-8
-08/26/02-01056-010
*****55.00 *****55.00

Rock Capital Partners, LLC
Registration as a Foreign Limited Liability Company

Dear Sir or Madam:

On behalf of Rock Capital Partners, LLC (the "Firm"), we are submitting the requested Certificate of Good Standing and additional filing fee of \$55.00. We have also attached hereto the letter requesting the aforementioned items.

Please contact the undersigned at (212) 588-5585 with any questions or comments you may have. We request that you contact us by telephone once the Firm has been issued with document number for identification, to facilitate immediate registration of a Branch Office with the Division of Securities and Finance.

We thank you in advance for your kind consideration of the application.

Respectfully submitted,
DAVIES WARD PHILLIPS & VINEBERG LLP


David L. McKinney

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 15, 2002

DAVID L. MCKINNEY
DAVIES WARD PHILLIPS & VINEBERG LLP
625 MADISON AVENUE 12TH FLOOR
NEW YORK, NY 10022

SUBJECT: ROCK CAPITAL PARTNERS, LLC
Ref. Number: W02000023641

We have received your document for ROCK CAPITAL PARTNERS, LLC and check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$55.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 602A00048391

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DIVISION OF CORPORATIONS
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CT CORPORATION

June 20, 2002

Mr. Brian Long
Davies Ward Phillips & Vineberg LLP
625 Madison Avenue, 12th Flr.
New York, NY 10022

**RE: Status Report for: 5435253
Document Copies
Rock Capital Partners, LLC**

Client/Matter:65380

Dear Mr. Long:

As instructed, we enclosed the following document(s), as issued by the
Secretary of State of Delaware:

Document Copies

If you have any questions concerning this order, please contact Cheryl
Hawker in our New York office. Thank you for this opportunity to be of
service.

Sincerely yours,

CT Wilmington

Via: Fax/FedEx
alj 212-308-0132

Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801
Tel. 866 809 1134
Fax 302 655 4480

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 28 PM 3:59

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Rock Capital Partners, LLC
(Name of foreign limited liability company)
2. Delaware 3. 27-0002229
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 01/09/2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 120 Broadway, New York, NY 10271
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

HC Trading, LLC
120 Broadway
New York, NY 10271

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Registered Broker/Dealer

Howard J. Chalfin
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Howard J. Chalfin

Typed or printed name of signee

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DIVISION OF CORPORATIONS
02 AUG 28 PM 3:59

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the Limited Liability Company is:

Rock Capital Partners, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.

C T Corporation System

By: 

(Signature)

Jonathan R. Giddings
Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

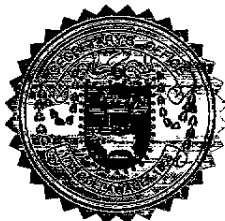
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROCK CAPITAL PARTNERS, LLC" 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 TWENTY-FIRST DAY OF AUGUST, A.D. 2002.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 28 PM 3:59



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3478494 8300

AUTHENTICATION: 1946364

020528424

DATE: 08-21-02