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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

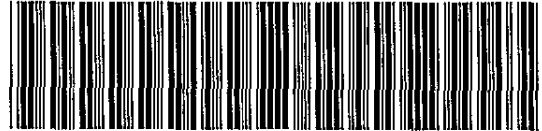
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

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TALLAHASSEE, FLORIDA

San Capital Acquisition Corp.

- | | | |
|--|---|---|
| ☒ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | | |
| ☐ Limited Liability Company | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☒ Foreign | | |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ Reinstatement | ☐ Reservation | ☐ Change of R.A. |
| ☒ Certified Copy | ☐ Photo Copies | ☐ Fictitious Name |
| | | ☐ CUS/ G/S |
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11-21-02

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**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. Sun Capital Acquisition 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. 65-0950596

(FEI number, if applicable)

4. 09/17/1999

(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. 5200 Town Center Circle, #470, Boca Raton, FL 33486

(Principal office address)

same

(Current mailing address)

Pursuit of potential acquisition targets, and any and all activity or business permitted under the laws of this State and of
8. the United States.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(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.

C T Corporation System

PETER F. SOUZA
ASSISTANT SECRETARY

By: [Signature]

(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.

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

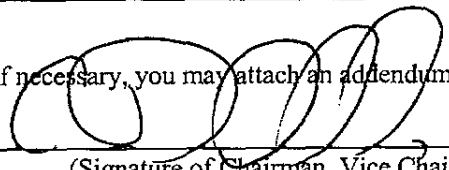
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. C. Deryl Couch, Vice President
(Typed or printed name and capacity of person signing application)

**LIST OF OFFICERS & DIRECTORS FOR
SUN CAPITAL ACQUISITION CORP.**

November 15, 2002

THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICERS & DIRECTORS IS
c/o Sun Capital Partners, Inc., 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486:

DIRECTOR, MANAGING
DIRECTOR, & SECRETARY:

Rodger R. Krouse

DIRECTOR, MANAGING
DIRECTOR & TREASURER:

Marc J. Leder

VICE PRESIDENT &
MANAGING DIRECTOR:

Clarence E. Terry

VICE PRESIDENT:

M. Steven Liff

VICE PRESIDENT:

Jason Neimark

VICE PRESIDENT:

David Pleban

VICE PRESIDENT:

Kevin Calhoun

VICE PRESIDENT:

David Kreilein

VICE PRESIDENT AND

ASSISTANT SECRETARY:

C. Deryl Couch

THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICERS & DIRECTORS IS 445
Park Avenue, 10th Floor, New York, NY, 10022:

VICE PRESIDENT:

Michael Kalb

VICE PRESIDENT:

Ralph Lynch

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Delaware

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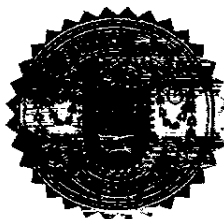
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUN CAPITAL ACQUISITION 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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02 NOV 21 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3098328 8300

AUTHENTICATION: 2094186

020707419

DATE: 11-18-02