

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-343-8086

A95000001719



networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 732784 4656A

AUTHORIZATION :

COST LIMIT : \$ ~~122.50~~

RECEIVED
DIVISION OF CORPORATION
NOV 13 PM 12:16

FILED STATE
SECRETARY OF CORPORATION
NOV 13 PM 4:09

ORDER DATE : November 10, 1995

ORDER TIME : 11:15 AM

ORDER NO. : 732784

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

500001634515

DOMESTIC FILING

NAME: SUN INVESTMENT PARTNERSHIP I,
LTD.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

4/13/95
MK

GREENBERG ATTORNEYS AT LAW TRAURIG

Leonard J. Adler
Fernando C. Alonso
Cesar L. Alvarez
Liliana Armas
Daniel H. Aronson
David C. Ashburn
Charles M. Auslander
James L. Bacchus
Fred W. Baggett
Kerri L. Barsh
Hilario Bass
V. Dawn Belghe
Norman J. Benford
Dale S. Borgman
Paul Berkowitz
Bridget Berry
Mark F. Bileau
Lawrence Jon Bloily
Mark D. Bloom
Reginald L. Bouthillier, Jr.
Howard Bregman
Francis B. Brogan, Jr.
Burt Bruton
Gabriel Buigas
Bernardo Burstein
David R. Chase
Michael J. Cherniga
Ary Choukha
Sue M. Cobb
C. Deryl Couch
Miguel A. De Grandy
Alan T. Diamond

Lucia A. Dougherty
Candace R. Duff
William B. Eek
Arthur J. England, Jr.
Gary M. Epstein
Andrea F. Fisher
Jorge L. Freeland
Jeffrey R. Fried
Robin F. Frydman
Robert C. Gang
Richard G. Garrett
Brian K. Gari
David J. George
Jeffrey Gilbert
Laurin L. Gilman
Bruce H. Gilson-Klein
Richard J. Glusko
Lawrence Godofsky
Joel K. Goldman
Steven E. Goldman
Glenn E. Goldstein
Joseph G. Goldstein
Steven S. Goodman
Matthew R. Gorman
Dianne Greenberg
Robert J. Grossman
Barbara A. Hall
Paige A. Harper
Fred F. Harris, Jr.
Steven M. Helfman
Alberto M. Hernandez
Jeffrey A. Hirsch

Kenneth C. Hoffman
Larry J. Hoffman
Kenneth A. Horby
John Harrison Hough
Andrew Hulsh
John B. Hutton
Lisa Iglesias
Keith A. James
Martin Kalb
Steven M. Katzman
David S. Kenin
Holly W. Kimmel
Shepard King
Steven J. Kravitz
Alan S. Krischer
J. D. Boone Kuzner
Christopher L. Kuzner
Ronald C. LaFace
Gustavo J. Lamelas
Steven A. Landy
Steven B. Laphin
Linda E. Larrea
Ivancey B. Lash
Moshe M. Lehrfeld
James P. S. Leshaw
Marc S. Levin
Oscar Levin
Michael P. Levinson
Norman H. Lipoff
Carlos E. Louniet
Juan P. Louniet
Bruce E. Macdonough

Alfred J. Malefatto
Samantha D. Malloy
Fernando Margarit
Ines Marrero-Prieguez
Enrique J. Martin
Pedro A. Martin
Roberto Martinez
Pedro J. Martinez-Trago
Joel D. Maser
John J. Mayo, Jr.
Craig J. McClung
Robert R. McDonald
Teresa J. Moore
Janice W. Newman
Maury R. Olicker
Rebecca R. Orand
Dahlin M. Orshofsky
Alleen Ortega
A. Friesner Pardo
Steven J. Pardo
Rose Parikh-Ramon
Michael G. Park
Marshall R. Pasternack
Sylvia S. Pennycs
Sheldon S. Polish
Roberto R. Pupo
Albert D. Quentel
Daniel E. Reed
C. Ryan Rexta
Harry Scott Richard
Douglas J. Rillstone
Andrea Rivero

A. Jeffrey Robinson
Kenneth B. Robinson
Raquel A. Rodriguez
Marvin S. Rosen
Richard A. Rosenbaum
Eric D. Rosenberg
Ronald M. Rosengarten
David L. Ross
Stephen D. Sanford
Gary A. Saul
Elliot H. Scherker
Mark E. Schuapp
Clifford A. Schulman
Frank Seruggs
Randy J. Shaw
Paul A. Sholowitz
Brian J. Sherr
Lawrence Silverman
Marlene K. Silverman
Holly R. Skolnick
Denise Mendez Smith
Lori A. Sochin
Charles E. Silver, Jr.
Joel L. Stocker
Douglas R. Thornburg
Robert H. Traurig
Peter L. Tunia
Merrill A. Ulmer
Brian J. Walsh
Keith Wasserman
Fern S. Watts
Elise D. Weakley

Gary Weinfeld
Jeffrey Welthurn
David E. Wells
Bradford D. West
Howard W. Whittaker
Kelly Whiter
William S. Wilson
Jerrold A. Wish
Timothy D. Wolfe
Linda G. Worton
Arthur C. Young
Julie A. Zahner
Robert A. Zinn

Of Counsel

Arnold J. Hoffman
Patricia Menendez Cambo
Ambler H. Moss, Jr.
Patrick T. O'Brien
Allan Salovin
Paul J. Shapiro
H. Allen Shoen
Gregory M. Shoen
J. A. S. Williamson
Melvin N. Greenberg
(1928-1994)

Elizabeth C. Galvin
305-789-5449

November 9, 1995

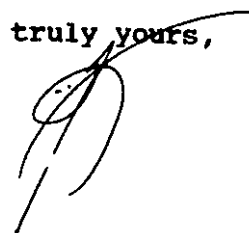
Florida Division of Corporations
LIMITED PARTNERSHIP SECTION
P. O. Box 6327
Tallahassee, Florida 32314

RE: SUN INVESTMENT PARTNERSHIP I, LTD.

Enclosed herewith are three originals of the **CERTIFICATE OF LIMITED PARTNERSHIP** for the captioned Partnership. Also enclosed is a check in the amount of: \$ 157.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me

Thank you for your assistance and should anything further be required, please do not hesitate to contact me.

Very truly yours,



**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUN INVESTMENT PARTNERSHIP I, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 13 PM 4:09

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1985), and §620.108 of the Florida Statutes, the undersigned, being all of the General Partners of SUN INVESTMENT PARTNERSHIP I, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is SUN INVESTMENT PARTNERSHIP I, LTD.
2. The business address and the mailing address of the limited partnership is: 2255 Glades Road, 324 Atrium, Boca Raton, FL 33431.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

SUN CAPITAL PARTNERS, INC.

4. The Florida street address for the registered agent is:

**2255 Glades Road, 324 Atrium
Boca Raton, FL 33431**

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of SUN INVESTMENT PARTNERSHIP I, LTD., at the place designated in this Certificate of Limited Partnership of SUN INVESTMENT PARTNERSHIP I, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

SUN CAPITAL PARTNERS, INC., Registered Agent

BY: 
RODGER KRAUSE, Managing Director

Dated: October 17, 1995.

6. The name and business address of the general partner is as follows:

**SUN CAPITAL PARTNERS, INC.
2255 Glades Road - 324 Atrium
Boca Raton, FL 33431**

P 9500003 4258

7. The latest date upon which the limited partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 17 day of October, 1985 in accordance with §620.114 of the Florida Statutes.

SUN CAPITAL PARTNERS, INC., a Florida corporation, general partner

BY:


RODGER KROUSE, Managing Director

FILED
SECRETARY OF CORPORATIONS
DIVISION 13
NOV 13 4 10 PM '85

AFFIDAVIT

THE UNDERSIGNED, constituting all of the general partners of SUN INVESTMENT PARTNERSHIP I, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is: \$ 10,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 10,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

SUN CAPITAL PARTNERS, INC., a Florida corporation, general partner

BY:


RODGER KROUSE - Managing Director

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A9500001719



networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

96 JAN 16 AM 8:34

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 802168 4303929

AUTHORIZATION :

COST LIMIT :

* 200.75

Patricia Pizito

FILED STATE
SECRETARY OF CORPORATIONS
96 JAN 16 AM 9:56

ORDER DATE : January 15, 1996

ORDER TIME : 9:20 AM

ORDER NO. : 802168

CUSTOMER NO: 4303929

CUSTOMER: Sheryl Cohen, Legal Assistant
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

300001689093

70
138.75

ANNUAL REPORT FILING

NAME: SUN INVESTMENT PARTNERSHIP I,
LTD.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

1/16/96
BK

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT

FLORIDA DEPARTMENT OF STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 16 AM 9:56

300001689093

1. Name of Limited Partnership

1a. DOCUMENT #

A95000001719

SUN INVESTMENT PARTNERSHIP I, LTD.

DO NOT WRITE IN THIS SPACE.

2. Mailing Address, if Applicable

777 South Flagler Drive

Suite, Apt. #, etc.

West Tower, 8th Floor

City, West Palm Beach, FL 33401

2a. Principal Office Address, if Applicable

777 South Flagler Drive

Suite, Apt. #, etc.

West Tower, 8th Floor

City, State & Zip
West Palm Beach, FL 33401

3. Date Formed or Registered to Do Business in
FLORIDA

11/13/95

3a. Date of Last Report

None Filed

4. State or Country of Formation

FLORIDA

5a. Capital Contributions as Shown
on Record

-\$10,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

\$10,000.00

6. FEI Number

X

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED ☐

8. FEES: 1. Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2. Supplemental Fee: \$138.75 (pursuant to section 807.183, F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$181.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)

Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

SUN CAPITAL PARTNERS, INC.

~~2255 Glades Road, 324 Atrium~~
~~Boca Raton, FL 33431~~

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number Is Not Acceptable)

777 South Flagler Drive

Suite, Apt. #, etc.

West Tower, 8th Floor

City, West Palm Beach

FL Zip Code 33401

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)

SUN CAPITAL PARTNERS, INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

~~2255 Glades Road, 324~~
~~Atrium~~

777 South Flagler
Drive, West Tower,
8th Floor

11b. City, State & Zip Code

~~Boca Raton, FL 33431~~

West Palm Beach, FL
33401

11c. Registration/
Document Number

P95000039258

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SUN CAPITAL PARTNERS, INC., general partner

SIGNATURE

BY:

Marc Leder

DATE

01/11/96

Typed or Printed Name of General Partner Signing Form: Marc Leder, Managing Director

Telephone Number: (407) 989-2220

CR2E003 (6/95)

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086



PREMIER RAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 094466 4303929

AUTHORIZATION :

COST LIMIT : ~~\$ 87.50~~

ORDER DATE : September 23, 1996

ORDER TIME : 8:54 AM

ORDER NO. : 094466

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: SUN INVESTMENT PARTNERSHIP I,
LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 PM 12:29

9/23/96

9/23/96
9:53
10/1/96

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUN INVESTMENT PARTNERSHIP I, LTD.**

Pursuant to the provisions of §620.109 of the Revised Uniform Limited Partnership Act, the undersigned, being the General Partner of SUN INVESTMENT PARTNERSHIP I, LTD., does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is SUN INVESTMENT PARTNERSHIP I, LTD.

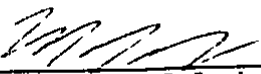
2. The date of filing of the original Certificate of Limited Partnership was November 13, 1995 under Document #A95000001719.

3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect the following change in the general partner of the limited partnership. The sole general partner of the limited partnership is: Sun Capital Advisors, Inc., 777 S. Flagler Drive, West Tower 8th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Amendment to Certificate of Limited Partnership on this 19 day of September, 1996.

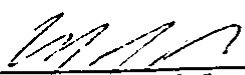
WITHDRAWING GENERAL PARTNER:

Sun Capital Partners, Inc.


By: Marc J. Leder, Treasurer
and Managing Director

SOLE GENERAL PARTNER:

Sun Capital Advisors, Inc.


By: Marc J. Leder, Treasurer
and Managing Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 PM 12:29

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-221-1111
904-221-0931 FAX

800-342-8086

A95000001719



ACCOUNT NO. : 072100000032

REFERENCE : 117408 4303929

AUTHORIZATION : Patricia Pizato

COST LIMIT : \$208.75

ORDER DATE : October 11, 1996

ORDER TIME : 9:40 AM

ORDER NO. : 117408-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

100001971321

ANNUAL REPORT FILING

NAME: SUN INVESTMENT PARTNERSHIP I,
LTD.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY (2)
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 11 PM 2:20

RECEIVED
96 OCT 11 AM 10:52
DIVISION OF CORPORATION

[Signature]
10-11-96

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra Northing
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 11 PM 2:20

100001971321

1. Name of Limited Partnership SUN INVESTMENT PARTNERSHIP I, LTD.		1a. DOCUMENT # A95000001719	
Mailing Address 777 South Flagler Drive West Tower - 8th Floor West Palm Beach, Florida 33401		Principal Office Address	
2. Mailing Address 777 South Flagler Dr.		2a. Principal Office Address 777 South Flagler Dr.	
Suite, Apt. #, etc. West Tower - 8th Floor		Suite, Apt. #, etc. West Tower - 8th Floor	
City & State West Palm Beach, FL		City & State West Palm Beach, FL	
Zip 33401 - USA		Zip 33401 - USA	
Country USA		Country USA	
3. Date Formed or Registered 11/13/95		5a. Capital Contributions as Shown on record \$10,000.00	
3a. Date of Last Report 01/16/96		5b. Amount of Capital Contributions in FLORIDA to date: \$10,000.00	
4. State or Country of Formation Florida		6. FEI Number 65-0624181	
7. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		8. Make check payable to: Dept. of State (See reverse side for fee information)	

9. Name and Address of Current Registered Agent Sun Capital Partners, Inc. 777 South Flagler Drive West Tower - 8th Floor West Palm Beach, FL 33401		10. If changed, new Registered Agent/Office Sun Capital Advisors, Inc. 777 South Flagler Drive West Tower - 8th Floor West Palm Beach, FL 33401	
---	--	---	--

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

Sun Capital Advisors, Inc., By: Marc J. Leder, Managing Director

SIGNATURE (Registered Agent Accepting Appointment) *[Signature]* DATE **10/4/96**

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s) Sun Capital Advisors, Inc.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 777 South Flagler Drive, West Tower, 8th Floor	11b. City, State & Zip Code West Palm Beach, Florida 33401	11c. Registration/Document Number P95000087035
--	--	--	--

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE *[Signature]* DATE **10/4/96**

Typed or Printed Name of General Partner Signing Form **Sun Capital Advisors, Inc. By: Marc J. Leder, Managing Director**

CR2E003 (6/96)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 20, 1996

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: HEFFNER & WEBER LLC.
Ref. Number: W96000019114

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -1 PM 2:34

We have received your document for HEFFNER & WEBER LLC. and check(s) totaling \$140.00. However, your check(s) and document are being returned for the following:

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Please return your document, along with 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 (904) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 596A00043608



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

SEP 16 1996

SEP 20

HEFFNER & WEBER

DIVISION OF CORPORATION

September 11, 1996

MAURICE LEBURN, CONTROLLER
HEFFNER & WEBER, LLC.
855 ELKRIDGE LANDING ROAD
LINTHICUM, MD 21090

SUBJECT: HEFFNER & WEBER LLC.
Ref. Number: W96000019114

FILED OF STATES
SECRETARY OF CORPORATIONS
96 OCT -1 PM 2:34

We have received your document for HEFFNER & WEBER LLC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The attached form must be completed in order to file the document.

We are enclosing the proper form(s) with instructions for your convenience.

The fees to qualify a foreign limited liability company total \$140 and breakdown as follows: \$52.50 filing fee for the application; \$52.50 filing fee for the affidavit; and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

There is a balance due of \$70.00.

Please return your document, along with 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 (904) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 696A00042302

please backdate
CT CORP

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1996

MAURICE LEBURN, CONTROLLER
HEFFNER & WEBER, LLC.
856 ELKRIDGE LANDING ROAD
LINTHICUM, MD 21090

SUBJECT: HEFFNER & WEBER LLC.
Ref. Number: W96000019114

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96001-1 PM 2:34

We have received your document for HEFFNER & WEBER LLC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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There is a balance due of \$70.00.

Please return your document, along with 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 (904) 497-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 696A00042302



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 OCT 11 AM 10:16
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -1 PM 2:34

October 9, 1996

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: HEFFNER & WEBBER LLC
Ref. Number: W96000019114

We have received your document for HEFFNER & WEBBER LLC and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ As discussed, the problem is on the Affidavit. Item 4 cannot be "unlimited." A definite money amount must be listed in Item 4. This amount must be at least as great as the sum of Items 2 and 3.

Please return your document, along with 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 (904) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 696A00045973

Buck,

10-11-96

Please see corrections +
back date to 10-9-96.

Thank you!

Tamara

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

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

1. Heffner & Weber LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Maryland
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 52-1948525
(FEI number, if applicable)

4. 3/31/95
(Date of Organization)

5. 2040
(Duration: Year limited liability company will cease to exist or "perpetual")

6. No Business Transacted
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.105, F.S.)

7. 856 Elkridge Landing Road
Linthicum, Maryland 21090
(Street address of principal office)

8. List and indicate in the space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Mitchell Weber</u> <u>MBRM</u>	<u>President</u>	_____	_____
<u>856 Elkridge Landing Road</u>		_____	
<u>Linthicum, Maryland 21090</u>		_____	
_____		_____	
<u>Samuel F. Heffner</u> <u>MBR</u>	<u>Principal</u>	_____	_____
<u>849 International Drive</u>		_____	
<u>Suite 100</u>		_____	
<u>Linthicum, Maryland 21090</u>		_____	

Filing Fee: \$ 52.50 for Application

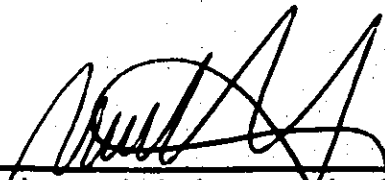
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DIVISION OF CORPORATIONS
96 OCT - 1 PM 2:34

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

Heffner & Weber, _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . A description of the property is attached and made a part hereof.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 808.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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STATE
SECRETARY OF
DIVISION OF CORPORATIONS
96 OCT - 1 PM 2:34

Filing Fee: \$ 52.50 for Affidavit

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Heffner & Weber, LLC

2. The name and address of the registered agent and office is:

C. T. Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box or Mail Drop Box NOT acceptable)

Plantation, Florida 33324

(City/State/Zip)

FILED STATE
SECRETARY OF CORPORATIONS
96 OCT - 1 PM 2:34

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.

Marilyn Lizzio

(Signature)

Marilyn Lizzio, Assistant Secretary

9/19/96

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF MARYLAND

470169

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHT OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT HEFFNER & WEBER LLC IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND AND THAT SAID LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

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SECRETARY OF CORPORATIONS
96 OCT -1 PM 2:34



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 22ND DAY OF AUGUST, 1996.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER



THE UNITED STATES
CORPORATION
COMPANY

A9500000179

ACCOUNT NO. : 072100000032

REFERENCE : 260643 4303929

AUTHORIZATION :

COST LIMIT : \$ 105.00

Patricia Pyzdek

ORDER DATE : February 14, 1997

ORDER TIME : 9:22 AM

ORDER NO. : 260643-005

CUSTOMER NO: 4303929

000002087860--9

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: SUN INVESTMENT PARTNERSHIP I,
LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 14 PM 2:13

RECEIVED
96 FEB 14 AM 11:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUN INVESTMENT PARTNERSHIP I, LTD.**

FILED
SECRETARY OF CORPORATIONS
DIVISION
91 FEB 14 PM 2:13

Pursuant to the provisions of §620.109 of the Revised Uniform Limited Partnership Act, the undersigned, being the General Partner of SUN INVESTMENT PARTNERSHIP I, LTD., does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is SUN INVESTMENT PARTNERSHIP I, LTD.
2. The date of filing of the original Certificate of Limited Partnership was November 13, 1995 under Document #A95000001719.
3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect the following changes: (a) a change in the name of the limited partnership to SUN CAPITAL PARTNERS, LTD. and (b) a change in the general partner of the limited partnership to Sun Capital Partners, Inc., 777 S. Flagler Drive, West Tower 8th Floor, West Palm Beach, Florida 33401.

P950000059258

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Amendment to Certificate of Limited Partnership on this 11 day of February, 1997.


WITHDRAWING GENERAL PARTNER:

Sun Capital Advisors, Inc.


By: Marc J. Leder, Treasurer
and Managing Director

SOLE GENERAL PARTNER:

Sun Capital Partners, Inc.


By: Marc J. Leder, Treasurer
and Managing Director