

Division of Corporations

Page 1 of 1

BU2000000347

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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

RECEIVED  
13 DEC 18 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION  
SUN CAPITAL ADVISORS II, L.P.

Certificate of Status	0
Certified Copy	0
Page Count	7
Estimated Charge	\$52.50

DEC 19 2013  
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Electronic Filing Menu Corporate Filing Menu

Help

BU2-347

**AMENDMENT TO CERTIFICATE OF AUTHORITY  
FOR  
FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:  
SUN CAPITAL ADVISORS II, L.P.

2. The jurisdiction of its formation is: DELAWARE

3. The date the entity was authorized to transact business in Florida is: 10/28/2002

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:  
\_\_\_\_\_

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.  
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2013 DEC 17 PM 9:30  
RECEIVED  
SECRETARY OF STATE  
FLORIDA

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:  
CAYMAN ISLANDS

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- ☐ The entity elects to be a limited liability limited partnership.
- ☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, 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.

10. Effective date, if other than the date of filing: \_\_\_\_\_  
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner: Sun Capital Partners, LLC, its General Partner

Michael J. McConvery

Typed or printed name:

Michael J. McConvery, Vice President and Assistant  
Secretary, Sun Capital Partners, LLC

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

# Delaware

PAGE 1

## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF TRANSFER OF "SUN CAPITAL ADVISORS II, LP", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2013, AT 1:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE LIMITED PARTNERSHIP HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED BY THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF TRANSFER IS THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2013, AT 5 O'CLOCK P.M.

3224552 0390

130830148

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0551786

DATE: 06-28-13

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:33 PM 06/28/2013  
FILED 01:33 PM 06/28/2013  
SRV 130830148 - 3224552 FILE

**CERTIFICATE OF TRANSFER**

**OF**

**SUN CAPITAL ADVISORS II, LP**

Pursuant to Section 17-216(b) of the Delaware Revised Uniform Limited Partnership Act, as amended (the "RULPA"), the undersigned hereby certifies that:

**FIRST:** The name of the limited partnership, which is the name under which its Certificate of Limited Partnership was originally filed, is Sun Capital Advisors II, LP (the "Limited Partnership").

**SECOND:** The date of filing of the Limited Partnership's original Certificate of Limited Partnership with the Delaware Secretary of State was May 8, 2000.

**THIRD:** The jurisdiction to which the Limited Partnership shall be transferred is the Cayman Islands. The Limited Partnership shall be registered as an exempted limited partnership under the Exempted Limited Partnership Law (2012 Revision) of the Cayman Islands under the name "Sun Capital Advisors II, LP".

**FOURTH:** The effective date and time of this Certificate of Transfer shall be Friday, June 28, 2013 at 5:00 PM (Eastern Daylight Time).

**FIFTH:** The transfer of the Limited Partnership has been approved in accordance with the provisions of Section 17-216(b) of the RULPA.

**SIXTH:** The existence of the Limited Partnership as a limited partnership of the State of Delaware shall cease when this Certificate of Transfer becomes effective.

**SEVENTH:** The Limited Partnership agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the Limited Partnership arising while it was a partnership of the State of Delaware and it irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

**EIGHTH:** The address of the Limited Partnership where the Delaware Secretary of State shall mail a copy of the process referred to in Section 17-216(b)(6) of the RULPA is c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands.

\*\*\*\*\*

12/17/2013 17:01:11 From: To: 8506176383

**IN WITNESS WHEREOF**, the undersigned, being the sole general partner of the Limited Partnership, has caused this Certificate of Transfer to be signed by an authorized officer on this 28th day of June, 2013.

SUN CAPITAL PARTNERS, LLC

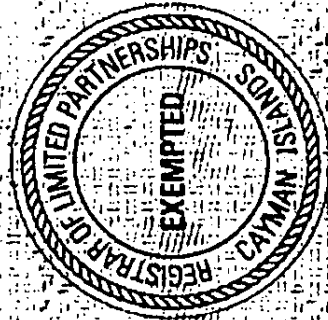
By: /s/ Melissa Klafter  
Name: Melissa Klafter  
Title: Vice President

MC-71973

# Certificate of Registration of Exempted Limited Partnership

I, D. EVADNE EBANKS Assistant Registrar of Exempted Limited Partnership in the Cayman Islands DO HEREBY CERTIFY, pursuant to the Exempted Limited Partnership Law, 1991 that all the requisitions of the said Law in respect of registration were complied with by  
**Sun Capital Advisors II, LP**  
an Exempted Limited Partnership registered in the Cayman Islands on the 28th day of June Two Thousand Thirteen

Given under my hand and Seal in George Town in the Island of Grand Cayman this 28th day of June Two Thousand Thirteen



Assistant Registrar of Exempted Limited Partnership  
Cayman Islands