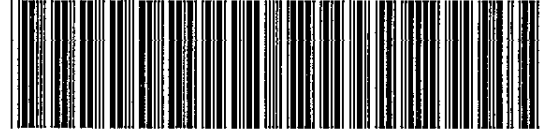


B02000000348

FILED

OCT 28 PM 3:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



700008537817

10/28/02--01054--012 \*\*1793.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

RECEIVED  
02 OCT 28 AM 10:12  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AL

6



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, Florida 32301  
(850) 681-6528

**HOLD**  
FOR PICKUP BY  
UCC SERVICES  
OFFICE USE ONLY

October 28, 2002

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Sun Capital Partners II, L P

**Filing Evidence**

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☒ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

X LP

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

FILED

02 OCT 28 PM 3: 4:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Sun Capital Partners II, L.P.

(Name of limited partnership as it is in the home state)

2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;  
must contain the word "LIMITED" or "LTD.")

3. Delaware

(State of Formation)

4. May 8, 2000

(Date of Formation)

5. CT Corporation System

(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road

(Street Address of Registered Office)

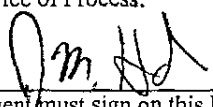
Plantation

(City)

Florida 33324

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

  
(Agent must sign on this line)

**James M. Halpin**  
Assistant Secretary

8. 5200 Town Center Circle, Suite 470

Boca Raton, FL 33486

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Sun Capital Advisors II, L.P.

5200 Town Center Circle, Suite 470

602-347

Boca Raton, FL 33486

10. 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

FILED

02 OCT 28 PM 3:4

(Mailing Address of Limited Partnership)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 21<sup>st</sup> day of October, 2002

M. J. Leder  
SUN CAPITAL ADVISORS II, L.P. General Partner

STATE OF FLORIDA

COUNTY OF DADE BEACH

On this 21<sup>st</sup> day of October, 2002

MARC J. LEDER, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

Janine E. Cox  
(Notary Public Signature)

(Notary's Printed Name)



Janine E. Cox  
Commission # CC 796917  
Expires JAN. 30, 2003  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Seal

My Commission Expires: \_\_\_\_\_

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

FILED

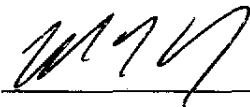
02 OCT 28 PM 3:42

BEFORE ME the undersigned personally appeared MARC J. LEDER, MANAGING DIRECTOR OF SUN CAPITAL  
the general partner of Sun Capital Partners II, L.P., a (an) DELAWARE ALLAHASSEE, FLORIDA  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$109,790,800.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$30,000,000.

*Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

Signed this 21<sup>st</sup> day of OCTOBER, 2002.



General Partner

STATE OF FLORIDA

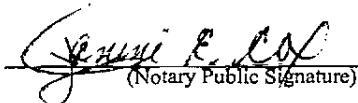
COUNTY OF PALEMBACH

On this 21<sup>st</sup> day of OCTOBER, 2002,

MARC J. LEDER, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

  
(Notary Public Signature)

(Notary's Printed Name)



Janine E. Cox  
Commission # CC 796917  
Expires JAN. 30, 2003  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Seal

My Commission Expires: \_\_\_\_\_

# Delaware

*The First State*

PAGE  
FILED<sup>1</sup>

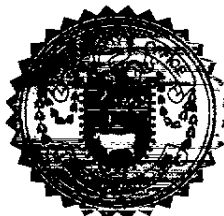
02 OCT 28 PM 3:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUN CAPITAL PARTNERS II, LP" 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 EIGHTEENTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUN CAPITAL PARTNERS II, LP" WAS FORMED ON THE EIGHTH DAY OF MAY, A.D. 2000.

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



3224553 8300

020646923

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2043325

DATE: 10-18-02