

#12/17/2013 12:03:36 From: To: 850617638 (1/1)
Division of Corporations Page 1 of 1
B03000000035

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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

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TALLAHASSEE, FLORIDA

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
SUN CAPITAL ADVISORS III, LP

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 07 |
| Estimated Charge | \$52.50 |

K. SALY
EXAMINER
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(2/7)

FILED
13 DEC 18 AM 11:15
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**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 III, LP

2. The jurisdiction of its formation is: DELAWARE

3. The date the entity was authorized to transact business in Florida is: 01/29/2003

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 L.L.P.*

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

| <u>Name:</u> | <u>Business Address:</u> |
|--------------|--------------------------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

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, III, LLC, the General Partner

Michael J. McConvery

Typed or printed name:

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

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

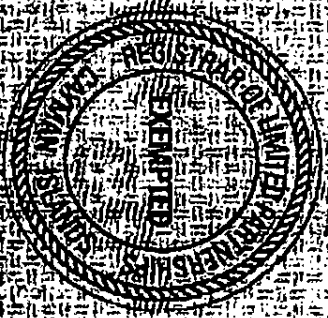
Certificate of Registration of Exempted Limited Partnership

J. W. DAPHNE WHITELOCKE ASSURED REGIONS OF EXEMPTED LIMITED PARTNERSHIP in the
Cayman Islands, DO HEREBY CERTIFY, pursuant to the Cayman Islands Partnership Law, 1991 that all the
requirements of the said Law in respect of registration have been complied with by

SUN CAPITAL ADVISORS III, LP

and registered Limited Partnership, registered in the Cayman Islands on the 28th day of June Two
Thousand Thirteen.

Given under my hand and Seal of Office, 10th day of
August, 2013, at the Cayman Islands, this 27th day of June
Two Thousand Thirteen.



[Signature]
Assistant Registrar of Exempted Limited Partnerships
Cayman Islands

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 III, 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.

3584133 0390

130830164

You may verify this certificate online
at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0552016

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 130830164 - 3584133 FILE

CERTIFICATE OF TRANSFER

OF

SUN CAPITAL ADVISORS III, 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 III, 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 October 24, 2002.

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 III, 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 17:03:36 From: To: 8506176383

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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 III, LLC

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