

Division of Corporations

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FOREIGN LIMITED PARTNERSHIP

Sun Capital Advisors III, LP

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

1. Sun Capital Advisors III, LP
(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 4. October 24, 2002
(State of Formation) (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, Florida 33324
(City) (Zip Code)

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

James M. Halpin
Assistant Secretary

(Agent must sign on this line)

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
<u>M03 - 362</u> Sun Capital Partners III, LLC	<u>5200 Town Center Circle, Suite 470, Boca Raton, FL 33486</u>

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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Jan 28 2003 18:27 P.03

HO5 2003 = 354-10 ✓

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

(Mailing Address of Limited Partnership)

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 9th day of January, 2003

SUN CAPITAL PARTNERS III, LLC
BY: [Signature]
MARC J. LEDER, MANAGER

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 9th day of JANUARY, 2003

MARC J. LEDER, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Signature]
(Notary Public Signature)

JANINE E. COX
(Notary's Printed Name)

Seal

My Commission Expires: _____



Janine E. Cox
Commission #DD 73099
Expires Jan 30, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

HO 30000 354750

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared MARC J. LEDER, MANAGER, SUN CAPITAL PARTNERS III, LLC
a general partner of Sun Capital Advisors III, LP, a (an) DELAWARE
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,000.00.

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 9th day of JANUARY, 2003.

SUN CAPITAL PARTNERS III, LLC
BY: M J L
MARC J. LEDER, MANAGER

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PAUM BEACH

On this 9th day of JANUARY, 2003.

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)

JANINE E. COX
(Notary's Printed Name)



Janine E. Cox
Commission #DD173099
Expires: Jan 30, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Soal My Commission Expires: 1/30/07

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUN CAPITAL ADVISORS III, 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 THIRTEENTH DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUN CAPITAL ADVISORS III, LP" WAS FORMED ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES NOT BEEN ASSESSED TO DATE.

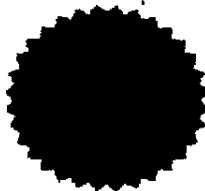
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
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