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EXAMINER



CAPITAL PARTNERS

March 11, 2009

Florida Department of Corporations Registration Section Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: Application by SK Capital Partners II, L.P

Dear Sir or Madam:

Enclosed please find an *Application by Foreign Limited Partnership or Limited Liability Limited Partnership To Transact Business in Florida*, filed on behalf of SK Capital Partners II, L.P., along with check no. 1106 representing the filing fee.

Please process this application and return documentation to our Florida office as follows: 1515 North Federal Highway, Suite 405, Boca Raton, Florida, 33432.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

Ana P. Wilson Paralegal to Mark N. Delevie

General Counsel

/apw

Enc: as stated

COVER LETTER

TO:

Clifton Building

2661 Executive Center Circle Tallahassee, FL 32301

Registration Section

Division of Corporations SUBJECT: SK CAPITAL PARTNERS II, L.P. (Name of Foreign Limited Partnership or Limited Liability Limited Partnership) The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida. Please return all correspondence concerning this matter to: MARK N. DELEVIE (Contact Person) SK CAPITAL MANAGEMENT, LLC. (Firm/Company) 1515 NORTH FEDERAL HIGHWAY, SUITE 405 (Address) BOCA RATON, FL 33443 (City, State and Zip Code) For further information concerning this matter, please call: Mark Delevie (Area Code and Daytime Telephone Number) (Name of Contact Person) Enclosed is a check for the following amount: Certified Copy, and (\$965 Filing Fee and and Certificate of and Certified Copy Certificate of Status \$35 Registered Agent Status Fee) **MAILING ADDRESS:** STREET ADDRESS: Registration Section Registration Section **Division of Corporations** Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP TO TRANSACT BUSINES IN FLORIDA

L SK CAPITAL PARTNERS, II, L.P. (Name of Limited Partnership or Limited Liability Limited Partnership, which must include suff 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 or LLLP. (If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.) 3. JANUARY 30, 2008 (Date of Formation) 4. ANA WILSON (Name of Registered Agent for Service of Process) 5 1515 NORTH FEDERAL HIGHWAY, SUITE 405 (Florida street address for Registered Agent) BOCA RATON, FLORIDA 33432 6. 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 relative to the proper and complete performance of my duties, and I am familiar with an accept the abligations of my position as registered agent. Signature of Registered Agent 7, 400 PARK AVENUE, SUITE 810 (Principal office address) NEW YORK, NY 10022

Page 1 of 3

8. If limited partnership is a limited liability limited partnership, check box

_{9.} same as No.7, above	C.C. T.
	ing address)
10. Name, principal office address, and ma	ailing address of each general partner:
SK Capital Investment, LLC	400 Park Avenue, Suite 810
M08-2281	New York, NY 10022
	(Mailing Address)
(Name)	(Street Address)
	(Mailing Address)
(Name)	(Street Address)
	(Mailing Address)
(Name)	(Street Address)
	(Mailing Address)

Page 2 of 3

(Name)		(Street Address)		
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		(Mailing Address)	CCO A	
	· 17		1000 m	
(Name)		(Street Address)	- 15.00 - 15.0	
		(Mailing Address)	On the	
Effective date, if other than the date	te of filing:			
fective date cannot be prior t d by the Florida Department	=	rs after the date this docun	ient is	
Attached is a certificate of e the delivery of this applicatio ate or other official having cu y of which it is organized.	n to the Florida Departr	nent of State, by the Secre	tary of	
gned this 10th	_{day of} March	,20 09		
enature of a general partner:				
or a general partner.				
Dell'				
SECAPITA	1 hucstment, L	LC		
ling Fees: ertified Copy (optional):	\$1,000.00 (\$965 Fi \$52.50	ling Fee and \$35 Registered Ag	ent Fee)	

Page 3 of 3

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "SK CAPITAL PARTNERS II, L.P." 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 TENTH DAY OF MARCH, A.D. 2009.



4497624 8300

090251173

AUTHENTICATION: 7176621

DATE: 03-10-09

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