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Florida Department of State
Division of Corporations
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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.

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TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LP/LLLP
AMZ ULTIMATE HOLDING, L.P.

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TALLAHASSEE, FLORIDA

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Corporate Filing Menu

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B. BOSTICK
JAN - 7 2013

EXAMINER
1/4/2013

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMZ Ultimate Holding, 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:

Cindy Oberdorff

Contact Person

Kirkland & Ellis LLP

Firm/Company

300 North LaSalle

Address

Chicago, IL 60654

City, State and Zip Code

ramara@goldengatecap.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rajeev Amara

at 415 983-2773

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

\$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)	\$1,008.75 Filing Fees and Certificate of Status	\$1,052.50 Filing Fees and Certified Copy	\$1,061.25 Filing Fee, Certified Copy, and Certificate of Status
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STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. AMZ Ultimate Holding, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
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.

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.

2. Delaware

State or Country of Formation

3. December 19, 2012

Date of Formation

4. Federal Employer Identification Number 80-8075404

5. Name of Registered Agent for Service of Process and Florida Street Address:

CT Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

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 and accept the obligations of my position as registered agent.

By: Angel Sherrer
CT Corporation System

Angel Sherrer
Assistant Secretary
Signature of Registered Agent

7. Principal Office:

4800 State Road 60 East, Mulberry, FL 33860

8. Mailing Address:

4800 State Road 60 East, Mulberry, FL 33860

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

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: AMZ GP, Inc.

Name of General Partner: F130000000062

Street Address: One Embarcadero Center, 39th Floor

Street Address: _____

San Francisco, CA 94111

Mailing Address: One Embarcadero Center, 39th Floor

Mailing Address: _____

San Francisco, CA 94111

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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TALLAHASSEE, FLORIDA

Name of General Partner: _____ Name of General Partner: _____

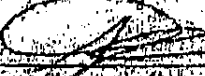
Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

11. 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.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 24th day of December, 2012


Signature of General Partner
Rajeev Albert, Vice President of AMZ GP, Inc.

The individual signing this document affirms that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

Filing Fees	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMZ ULTIMATE HOLDING, 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 SECOND DAY OF JANUARY, A.D. 2013.

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

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TALLAHASSEE, FLORIDA



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0111812

DATE: 01-02-13