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SECRETARY OF STATE
ALHAMBRA, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Sun Capital Partners Group V, Inc.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. SUN CAPITAL PARTNERS GROUP V, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 90-0288331

(FEI number, if applicable)

4. OCTOBER 4, 2006

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. NOT APPLICABLE

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5200 TOWN CENTER CIRCLE, SUITE 470, BOCA RATON, FL 33486

(Principal office address)

(Current mailing address)

8. ANY AND ALL LAWFUL ACTIVITY OR BUSINESS PERMITTED UNDER LAWS OF THE UNITED STATES

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

C T Corporation System

Jeffrey D. Butterfield
Assistant Secretary

By: [Signature]
(Registered agent's signature)

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

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **RODGER R. KROUSE**

Address: **5200 TOWN CENTER CIRCLE, SUITE 470, BOCA RATON, FL 33486**

Director: **MARC J. LEDER**

Address: **5200 TOWN CENTER CIRCLE, SUITE 470, BOCA RATON, FL 33486**

B. OFFICERS

President: **SEE ATTACHMENT**

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. **JANINE E. GORDON, SECRETARY**

(Typed or printed name and capacity of person signing application)

**OFFICERS & DIRECTORS OF
SUN CAPITAL PARTNERS GROUP V, INC.
(a Florida corporation)**

The business address for the following Officers and Directors is 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486:

DIRECTOR & CO-CEO:
DIRECTOR & CO-CEO:
MANAGING DIRECTOR:
MANAGING DIRECTOR:
MANAGING DIRECTOR:
MANAGING DIRECTOR:
MANAGING DIRECTOR:
MANAGING DIRECTOR:
MANAGING DIRECTOR:
MANAGING DIRECTOR, GENERAL COUNSEL & ASST. SECY:
CORPORATE SECRETARY:
VICE PRESIDENT AND ASSOCIATE GENERAL COUNSEL:
SENIOR VP & CHIEF FINANCIAL OFFICER:
COMPLIANCE OFFICER & ASST. TREASURER:
VICE PRESIDENT & ASST. SECY:
VICE PRESIDENT & ASST. TREASURER:
SENIOR VICE PRESIDENT:
VICE PRESIDENT & ASST. SECY:
PRINCIPAL :
PRINCIPAL:
SENIOR VICE PRESIDENT:
VICE PRESIDENT:
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VICE PRESIDENT:

Rodger R. Krouse
Marc J. Leder
Clarence E. Terry
T. Scott King
Chris Metz
Michael T. Gillen
Jason Nelmark
M. Steven Liff
Michael Kalb
Thomas V. Taylor, Jr.
C. Deryl Couch
Janine E. Gordon
Todd Buchman
Kevin J. Calhoun
M. Joseph Politoski
Michael J. McConvery
Melissa Klefter
Mark Hajdudch
A. Richard Hunwitz
Brian J. Meyer
Jaason A. Leach
R. Lynn Skillien
James D. Allen
Stephen G. Marble
Aaron Wolfe
Scott W. Edwards
Case Kushn
David Stokoe
Brian Urbanek
Charles Megan
Jaason Bernzweig
Douglas Werking
Chris Thomas
Dixon McElwee
Michael Archambault
Mark Brody
Eric S. Nelson
Rick Walters
Ryan Esko

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The business address for the following Officers is 375 Park Avenue, Suite 1302 New York, NY, 10152:

MANAGING DIRECTOR:	Erik Swimmer
MANAGING DIRECTOR:	Gary M. Talarico
PRINCIPAL & ASST. SECY:	Kevin Feinblum
VICE PRESIDENT:	David Blechman
VICE PRESIDENT:	Michael Fieldstone
VICE PRESIDENT:	Phil Brown

The business address for the following Officers is 11111 Santa Monica Blvd., Suite 1050, Los Angeles, CA 90025:

PRINCIPAL & ASST. SECY:	Matthew Garfi
VICE PRESIDENT:	Anthony G. Polazzi
VICE PRESIDENT:	John P. Beaudair, III

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUN CAPITAL PARTNERS GROUP V, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF MARCH, A.D. 2007.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
2007 MAR 15 A 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5507200

DATE: 03-14-07