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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## Sun Capital Securities Offshore Fund III, Ltd. Liabi

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G. MCLEOD

MAY 13 2008

EXAMINER

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. SUN CAPITAL SECURITIES OFFSHORE FUND III, LTD. LIABILITY COMPANY

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "LLC," or "LLC.")

2. CAYMAN ISLANDS

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 98-0577151

(FEI number, if applicable)

4. February 25, 2008

(Date of Organization)

5. PERPETUAL

(Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 5200 TOWN CENTER CIRCLE, SUITE 600

BOCA RATON, FL 33486

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

MARC J. LEDER 5200 TOWN CENTER CIRCLE, SUITE 600, BOCA RATON, FL 33486

RODGER R. KROUSE 5200 TOWN CENTER CIRCLE, SUITE 600, BOCA RATON, FL 33486

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: ANY AND ALL LAWFUL PURPOSES

Mark Hajduch  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MARK HAJDUCH, AUTHORIZED REPRESENTATIVE

Typed or printed name of signer

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SUN CAPITAL SECURITIES OFFSHORE FUND III, LTD. LIABILITY COMPANY

If name unavailable, the alternate name to be used in the state of Florida is:

\_\_\_\_\_

2. The name and the Florida street address of the registered agent and office are:

CT CORPORATION SYSTEM

(Name)

1200 SOUTH PINE ISLAND ROAD

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

PLANTATION

FL

33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

*Connie Bryan*

(Signature)

**CONNIE BRYAN**

**SPECIAL ASSISTANT SECRETARY**

|           |                                  |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application       |
| \$ 25.00  | Designation of Registered Agent  |
| \$ 30.00  | Certified Copy (optional)        |
| \$ 5.00   | Certificate of Status (optional) |

# Certificate Of Good Standing

WK-20047

TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

San Capital Securities Offshore Fund III, Ltd.

San Capital Securities Offshore Fund III, Ltd. is a company duly organized and existing under and by virtue of the Laws of the Cayman Islands in the State of

Georgetown, Guyana and is duly incorporated in accordance with the provisions of the Companies Act of the Cayman Islands and is duly licensed to carry on business as a company in the Cayman Islands.

Given under my hand and Seal at George Town in the Island of Grand Cayman this 5th day of May 2004.

Two Thousand Four

Assembly

An Authorized Officer,  
Registry of Companies,  
Cayman Islands.

