

8/21/2013 11:52 From: 8506176383
Division of Corporations
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Florida Department of State
Division of Corporations
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From: Account Name : C T CORPORATION SYSTEM
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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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Foreign Limited Liability Company
Sun Capital Partners VI Employee Co-Invest Vehicle G

Certificate of Status	0
Certified Copy	0
Page Count	04 05
Estimated Charge	\$125.00

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13 AUG 20 AM 8:37
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August 21, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: SUN CAPITAL PARTNERS VI EMPLOYEE CO-INVEST VEHICLE GP, LIMITED
LIABILITY COMPANY
REF: W13000046423

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The certificate submitted with the Foreign LLC application states this company is a Limited Partnership. Please submit the Foreign Limited Partnership form or a certificate for a Foreign Limited Liability Company.,

If you have any questions concerning the filing of your document, please call (850) 245-6870.

Karen A Saly
Regulatory Specialist II

FAX Aud. #: H13000185264
Letter Number: 513A00019911

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA.**

1. Sun Capital Partners VI Employee Co-Invest Vehicle GP, Limited Liability Company
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," 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," "L.L.C.," "LLC.")

2. Cayman Islands 3. 98-1116506
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 7, 2013 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. June 7, 2013
(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 related to investment activity

Michael J. McConvery
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in §817.155, F.S.)

Michael J. McConvery

Typed or printed name of signer

**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 Partners VI Employee Co-Invest Vehicle GP, Limited Liability Company

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

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

C T 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.

C T Corporation System

Angel Shearer

By:

Angel Shearer

(Signature)

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)

MC-278371

Certificate Of Good Standing

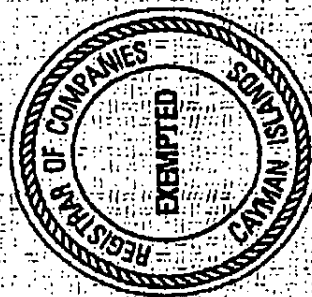
TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

Sun Capital Partners VI Employee Co-Invest Vehicle GP, Ltd.

a company duly organized and existing under and by virtue of the Laws of The Cayman Islands is at the date of this certificate in Good Standing with the office, and duly authorized to exercise therein all the powers vested in the company.

Given under my hand and Seal at George Town in the
Island of Grand Cayman this 15th day of August
Two Thousand Thirteen



An Authorized Officer,
Registry of Companies,
Cayman Islands

Authorisation Code : 13787706910

15 August 2013