

LP 21443

GREENBERG, TRAUIG, ASKEW, HOFFMAN, LIPOFF, ROSEN & QUENTEL, P.A.

LINDA KOBRICK ADLER
MICHAEL O. ALBERTINE
CESAR L. ALVAREZ
RUDOLPH F. ARAGON
RICHARD A. ARKIN
REUBIN O.D. ASKEW
HILARIE BASS
NORMAN J. BENFORD
MARK D. BLOOM
BURT BRUTON
STEVE BULLOCK
ROBERT K. BURLINGTON
ALAN R. CHASE
SUE M. COBB
KENDALL S. COFFEY
MARK B. DAVIS
RAFAEL O. DIAZ
ALAN T. DIMOND
CHARLES W. EDGAR, III
GARY M. EPSTEIN
THOMAS K. EQUELS
RICHARD G. GARRETT
DAVID J. GAYNOR
LAWRENCE GODOFSKY
ALAN S. GOLD
HARVEY A. GOLDMAN
STEVEN E. GOLDMAN
STEVEN M. GOLDSMITH

LAWRENCE S. GORSON
MATTHEW B. GORSON
MELVIN N. GREENBERG
MARILYN D. GREENBLATT
ROBERT L. GROSSMAN
GARY M. HELD
LARRY J. HOFFMAN
ARNOLD M. JAFFEE
MARTIN KALB
ROBERT A. KAPLAN
TIMOTHY E. KISH
ALAN S. KOSLOW
STEVEN J. KRAVITZ
STEVEN A. LANDY
STEVEN S. LAMIOUS
ALAN S. LEDERMAN
LAWRENCE S. LEVY
NORMAN M. LIPOFF
GARY D. LIPSON
CARLOS E. LOUMIET
JUAN P. LOUMIET
DEBBIE RUTH MALINSKY
GREGORY A. MARTIN
PEDRO A. MARTIN
ALAN M. MITCHEL
ALICIA M. MORALES
LOUIS NOSTRO
ANTHONY J. O'DONNELL, JR.

MARSHALL R. PASTERNAK
BYRON G. PETERSEN
ALBERT O. QUENTEL
DALE E. RECINELLA
NICHOLAS ROCKWELL
MARVIN S. ROSEN
RONALD M. ROSENGARTEN
DAVID L. ROSS
DAVID P. ROWE
STEVEN T. SAMILIAN
CLIFFORD A. SCHULMAN
MARK SCHWIMMER
MARTIN S. SHAPIRO
MARLENE K. SILVERMAN
STUART M. SINGER
TIMOTHY A. SMITH
DANIEL A. SUCHMAN
HERBERT M. SUSKIN
YOLANDA NELLON TARAFIA
CAROLYN J. THOMAS
ROBERT H. TRAUIG
STANLEY M. WAKSHLAG
JONATHAN M. WARNER
DAVID M. WELLS
JULIE A. S. WILLIAMSON
JERROLD A. WISH

AMBLER M. MOSS, JR.
ZACHARY M. WOLFF
OF COUNSEL

BRICKELL CONCOURS
1401 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TELEPHONES
MIAMI (305) 579-0500
BROWARD (305) 523-8111
TELEX 80-3124
TELECOPY (305) 579-0718

340 CLENATHIS STREET
WEST PALM BEACH, FLORIDA 33401
(305) 659-6333

WRITER'S DIRECT NO:

579-0597

500002402535--0

COURIER

December 6, 1985

Florida Division of Corporations
Secretary of State
The Capitol, Room 2002
Tallahassee, FL 32301-8047

Dear Sir:

Enclosed please find the following documents for filing:

1. Articles of Incorporation of DGP Insurance Agency and a check for such filing in the amount of \$63.
2. A Certificate of Limited Partnership for Trives of Florida Ltd. and a check for filing for \$30.
3. An Amended and Restated Agreement of Limited Partnership of Xcor Partners Limited Partnership and a check for filing in the amount of \$1000.

I have sent to you two executed copies of each of these documents. Please acknowledge receipt of this letter and the enclosures by stamping and returning one copy of each enclosed document that is enclosed for that purpose. A self-addressed stamped envelope is enclosed for your convenience.

Name	
Availability	
Document	
Examine	
Undated	12/10/85
Updater	
Verifier	
Acknowledgment	
W. H. Verifier	

T.C. \$100.00

S. TAX _____
FILING _____
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

RECEIVED
1985 DEC 10 AM 9 38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
DEC 10 2 34 PM '85
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Florida Div. of Corporations
December 6, 1985
Page Two

Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

GREENBERG, TRAUIG, ASKEW, HOFFMAN,
LIPOFF, ROSEN & QUENTEL, P.A.

By: 
Jay A. Martus

JAM/ib
enc.

FILED

CERTIFICATE OF LIMITED PARTNERSHIP Dec 10 2 37 PM '85

TRIVEST OF FLORIDA, LTD.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Uniform Limited Partnership Law of the State of Florida, hereby certify that:

I. The name of the partnership is Trivest of Florida, Ltd.

II. The business of the partnership shall consist of any activities that a limited partnership may engage in under Florida law.

III. The location of the principal place of business of the partnership shall initially be 1390 Brickell Avenue, Suite 400, Miami, Florida 33131.

IV. The name and place of residence of each member of the partnership are as follows:

General Partner

Trivest Associates, Inc.
1390 Brickell Avenue
Suite 400
Miami, Florida 33131

Limited Partner

Earl W. Powell
1390 Brickell Avenue
Suite 400
Miami, Florida 33131

V. The term for which the partnership is to exist is from the date of this Certificate is recorded through January 1, 2035.

VI. The amount of cash and a description and the agreed value of the other property contributed by each Limited Partner is as follows:

Initial Limited Partner

Earl W. Powell

Cash

\$100.00

VII. The Limited Partner is not required to make any additional contributions.

VIII. No time is agreed on when the contribution of any Limited Partner is to be returned except that the contribution of the Initial Limited Partner will be returned to him upon his withdrawal on the first business day following the filing and recording of an Amended and Restated Agreement and Certificate of Limited Partnership that admits additional Limited Partners.

IX. The profits of the Partnership or other compensation by way of income shall be allocated and distributed 99% to the Initial Limited Partner and 1% to the General Partner, until changed pursuant to an Amended and Restated Agreement and Certificate of Limited Partnership that modifies the income allocation and distribution among the partners.

X. No right is given any Limited Partner to substitute an assignee as a contributor in his place.

XI. The General Partner may admit additional Limited Partners by way of assignment or otherwise.

XII. No right is given any Limited Partner to priority over other Limited Partners as to return of contributions or as to compensation by way of income.

XIII. No right is given a Limited Partner to demand and receive property other than cash in return for his contribution.

GENERAL PARTNER:

TRIVEST ASSOCIATES, INC.,
a Delaware corporation

By: 

Nereida Perez
Assistant Secretary

LIMITED PARTNER:


EARL W. POWELL

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

On October 22, 1985, before me, the undersigned, as Notary Public in and for said County and State, personally appeared NEREIDA PEREZ, sworn to and known to me to be Assistant Secretary of TRIVEST ASSOCIATES, INC., which executed the within Certificate of Limited Partnership, known to me to be the person who executed the within certificate on behalf of TRIVEST ASSOCIATES, INC.

WITNESS my hand and official seal

Deborah L. Kramer
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAR 14 1987
BONDED THRU GENERAL INSURANCE UND

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

On April 17, 1985, before me, the undersigned, as Notary Public in and for said County and State, personally appeared EARL W. POWELL, sworn to and known to me to be the person whose name is subscribed to the within Certificate of Limited Partnership and acknowledged that he executed the same.

WITNESS my hand and official seal

Nereida Perez
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. DEC 6, 1987
BONDED THRU GENERAL INS. UND.