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PLEASE REPLY TO:
 MIAMI OFFICE

August 18, 1986

LIMITED PARTNERSHIP SECTION
 Division of Corporations
 Florida Secretary of State
 P.O. Box 6327
 Tallahassee, Florida

Re: TRIVEST OF FLORIDA, LTD. (AMENDED & RESTATED) A21443

Enclosed herewith are 2 originals and two photocopies of Amendment to Agreement and Certificate of Limited Partnership of the captioned Partnership. Also enclosed is a check in the amount of \$ 75.00 to cover the cost of the filing and three (3) certified copies.

Inc Cots from \$100.00 to \$198.00

Should anything further be required, please do not hesitate to contact me.

Very truly yours,

Legal Assistant

800002402698
 3
 D. TAX 30
 FILING 45
 R. AGENT FEE 75
 C. COPY 75
 TOTAL
 N. BANK
 BALANCE DUE
 REFUND

Name	Availability
Document Examiner	Updater
Updater	Verifier
Acknowledgement	W. P. Verifier

CERTIFIED COPY (3)
 8/19/86

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TRIVEST OF FLORIDA, LTD.

FILED
NOV 10 1985
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being desirous of amending and restating, in its entirety, the Certificate of Limited Partnership of TRIVEST OF FLORIDA, LTD., filed with the Secretary of State of the State of Florida on December 10, 1985, do hereby make, sign and swear to the following certificate for that purpose.

1. The name of the partnership is Trivest of Florida, Ltd. (the "Partnership").

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

3. The location of the principal place of business of the Partnership shall be 1390 Brickell Avenue, Suite 400, Miami, Florida 33131.

4. The names and places of residence of each of the General Partner and each of the Limited Partners of the Partnership are set forth on the Schedule of Partners annexed hereto and made a part hereof.

5. The term for which the Partnership is to exist is to and including December 31, 1995, unless the term of the Partnership is extended by the General Partner on one or more occasions to not later than December 31, 1997 or unless dissolved and terminated sooner by or in accordance with the terms of any agreement of limited partnership of the Partnership entered into by the Partners or applicable law.

6. The amount of cash and description of and agreed value of the other property, if any, contributed by each Limited Partner is as set forth on the Schedule of Partners annexed hereto.

7. No Limited Partner is required at any time to make any additional contributions to the capital of the Partnership.

8. No Partner shall be entitled to withdraw or receive any return of his capital contribution or to receive distributions of or against capital without the prior written consent of, and upon the terms and conditions agreed upon by, all of the Partners of the Partnership.

9. The share of the profits or the other compensation by way of income which the Limited Partners shall receive by reason of their capital contributions shall be ninety-nine percent (99%) in the aggregate, which ninety-nine (99%) shall be allocated to each Limited Partner as set forth on the Schedule of Partners annexed hereto.

10. A Limited Partner may not substitute another person in his place except with the written consent of the General Partner of the Partnership.

11. The General Partner may admit additional Limited Partners to the Partnership by way of assignment or otherwise.

12. None of the Limited Partners shall have priority over other Limited Partners as to contributions or as to compensation by way of income.

13. The remaining Partners shall not be entitled to continue the Partnership upon the death, retirement or insanity of the General Partner by designating a successor General Partner.

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

IN WITNESS WHEREOF, the General Partner, and the Limited Partners, for each of themselves, have hereunto set their hands and seals as of the 15th day of July, 1986, and do hereby swear to the fact that all of the foregoing statements are true and correct to the best of their knowledge and belief.

GENERAL PARTNER:

TRIVEST ASSOCIATES, INC.,
a Florida corporation

By: 

Earl W. Powell,
Chairman of the Board

Attest: 

Peter W. Klein,
Assistant Secretary

LIMITED PARTNERS:

All persons whose names are set forth on the Schedule of Partners attached hereto by Earl W. Powell, Chairman of the Board of TRIVEST ASSOCIATES, INC., General Partner, as attorney-in-fact, pursuant to a validly existing power of attorney

By: TRIVEST ASSOCIATES, INC.

By: 

Earl W. Powell
Chairman of the Board

SCHEDULE OF PARTNERS

<u>Name</u>	<u>Address</u>	<u>Capital Contribution</u>	<u>Share of Profits</u>
GENERAL PARTNERS:			
Trivest Associates, Inc.	1390 Brickell Avenue Suite 400 Miami, Florida 33131	\$1	1%
CLASS A LIMITED PARTNERS:			
			<u>CLASS A PROFITS PERCENTAGE</u>
Earl W. Powell	1390 Brickell Avenue Suite 400 Miami, Florida 33131	\$31.33	31.33%
Phillip T. George, M.D.	1390 Brickell Avenue Suite 400 Miami, Florida 33131	\$31.33	31.33%
J. Bradley Davis	257 E. Main Street Barrington, IL 60010	\$31.34	31.34%
Brevator J. Creech	101 W. 2nd Avenue P.O. Box 3182 Chico, California 95927	\$5.00	5.00%
CLASS B LIMITED PARTNERS:*			
			<u>CLASS B PROFITS PERCENTAGE</u>
J. Bradley Davis	257 E. Main Street Barrington, IL 60010	\$29.39	29.385%
Phillip T. George, M.D.	1390 Brickell Avenue Suite 400 Miami, Florida 33131	\$29.39	29.385%
Earl W. Powell	1390 Brickell Avenue Suite 400 Miami, Florida 33131	\$29.38	29.385%

Paul J. Weir	257 E. Main Street Barrington, IL 60010	\$ 2.55	2.551%
Brevator J. Creech	101 W. 2nd Avenue P.O. Box 3182 Chico, California 95927	\$ 5.74	5.742%
Jan Clee	401 State Street #405 Portsmouth, NH 03801	\$ 1.02	1.021%
Thomas D. Stocks, III	257 E. Main Street Barrington, IL 60010	\$.51	.510%
Blue Sky Partners	1390 Brickell Avenue Suite 400 Miami, Florida 33131	\$ 1.02	1.021%

* Capital contribution of Class B Limited Partners represents agreed value of capital contribution which consisted of shares of capital stock of Trivest Group, Inc., a Florida corporation.