



THE UNITED STATES
CORPORATION
COMPANY

A01000000526

ACCOUNT NO. : 072100000032

REFERENCE : 118982 4371937

AUTHORIZATION :

Patricia Pige

COST LIMIT : \$ 140.00

FILED
01 APR 18 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 17, 2001

ORDER TIME : 11:40 AM

ORDER NO. : 118982-005

000004016150--7

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Asst
Trivest, Inc.

2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

DOMESTIC FILING

NAME: TRIVEST FURNITURE PARTNERS II,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED
01 APR 18 PM 2:23
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

h/k 4/18

CERTIFICATE OF LIMITED PARTNERSHIP*
OF
TRIVEST FURNITURE PARTNERS II, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) and '620.108 of the Florida Statutes, the undersigned, being the sole General Partner of TRIVEST FURNITURE PARTNERS II, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is TRIVEST FURNITURE PARTNERS II, LTD.
2. The business address and the mailing address of the limited partnership is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.
3. The name of the registered agent for service of process required by '620.105 of the Florida Statutes is Maria C. Callejas.
4. The Florida street address for the registered agent is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.
5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of TRIVEST FURNITURE PARTNERS II, LTD., at the place designated in this Certificate of Limited Partnership of TRIVEST FURNITURE PARTNERS II, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by '620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.


Maria C. Callejas, Registered Agent

Dated: April 17, 2001

6. The name and business address of the sole general partner is as follows:

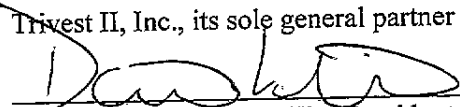
TFP, LTD. A99000000941
2665 South Bayshore Drive
Suite 800
Miami, Florida 33133

7. The latest date upon which the limited partnership is to dissolve is upon the date of termination of Trivest Fund II, Ltd.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 17th day of April, 2001 in accordance with '620.114 of the Florida Statutes.

TFP, LTD., a Florida limited partnership, sole General Partner

By: Trivest II, Inc., its sole general partner


By: Daniel J. Katsikas, Vice President

AFFIDAVIT

THE UNDERSIGNED, constituting the sole general partners of TRIVEST FURNITURE PARTNERS II, LTD., a Florida Limited Partnership, hereby certify as follows:


1. The amount of capital contributions to date of the limited partners is \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

TFP, LTD., a Florida limited partnership, sole General Partner

By: Trivest II, Inc., its sole general partner


By: Daniel J. Katsikas, Vice President

FILED
APR 18 11 43 AM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE