

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-1111
(904) 222-1111

000-342-8086

A95000000480



05 MAR 27 PM 12:16
DIVISION OF CORPORATIONS

ACCOUNT NO. : 0721000000032

REFERENCE : 566451 869010

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 27, 1995

ORDER TIME : 11:10 AM

ORDER NO. : 566451

CUSTOMER NO: 869010

CUSTOMER: Ms. Gina Hardin - 869010
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 PM 2:09

000001412830
03/29/95-81060-013
***140.00 ***140.00

DOMESTIC FILING

NAME: TRIVEST EQUITY PARTNERS II
MANAGER, LTD.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

C. TAX
FILING 52.50
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 140.00
N. BANK
BALANCE DUE
OFFICE

3/27/95

B/P

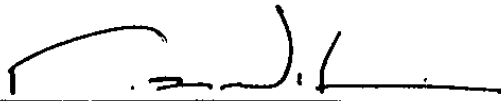
**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TRIVEST EQUITY PARTNERS II MANAGER, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.108 of the Florida Statutes, the undersigned, being all of the General Partners of TRIVEST EQUITY PARTNERS II MANAGER, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 27 1995

1. The name of the limited partnership is TRIVEST EQUITY PARTNERS II MANAGER, 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 Peter W. Klein.
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 EQUITY PARTNERS II MANAGER, LTD., at the place designated in this Certificate of Limited Partnership of TRIVEST EQUITY PARTNERS II MANAGER, 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.



Peter W. Klein
Registered Agent

Dated: March 24 1995

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

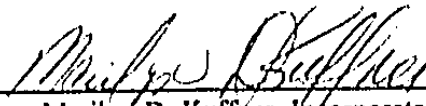
Trivest II, Inc.
2665 South Bayshore Drive
Suite 800
Miami, Florida 33133

895000024317

7. The latest date upon which the limited partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 27 day of March, 1995 in accordance with §620.114 of the Florida Statutes.

TRIVEST II, INC., a Florida corporation


By: Marilyn D. Kuffner, Incorporator

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAR 27 PM 2:09

AFFIDAVIT

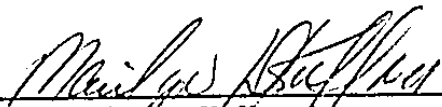
THE UNDERSIGNED, constituting all of the general partners of TRIVEST EQUITY PARTNERS II MANAGER, LTD., a Florida Limited Partnership, hereby certify as follows:

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 \$100.00.

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.

TRIVEST II, INC., a Florida corporation


By: Marilyn D. Kuffner, Incorporator

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9171
904-222-9172 FAX



networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 028478 4371937

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 23, 1996

ORDER TIME : 10:51 AM

ORDER NO. : 028478

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Asst
Trivest, Inc.
2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 PM 3:53

DOMESTIC FILINGS

700001904567
-07/25/96--01073--013
****105.00 ****105.00

NAME: TRIVEST EQUITY PARTNERS II
MANAGER, LTD.

G. TAX _____
FILING 52.50
R. AGENT FEE _____
C. COPY 52.50
TOTAL 105.00
N. BANK _____
BALANCE DUE _____
REFUND _____

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: BK

7/23/96
BKC

**CERTIFICATE OF CANCELLATION
FOR**

TRIVEST EQUITY PARTNERS II MANAGER, LTD.

FILED
SECRETARY OF STATE
96 JUL 23 PM 3:53

Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on MARCH 27, 1995 under Document #A95000000480, hereby submits this certificate of cancellation.

FIRST: Trivest Equity Partners II Manager, Ltd. does not have any limited partners nor has it transacted any business.

SECOND: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the Sole General Partner has executed this Certificate of Cancellation of Limited Partnership on this 22nd day of July, 1996.

SOLE GENERAL PARTNER:
Trivest Equities, Inc.

By: Marilyn D. Kuffner
Marilyn D. Kuffner, Assistant Secretary