

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A95000000683



ACCOUNT NO. : 072100000032

REFERENCE : 587862 869010

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 140.00

ORDER DATE : May 1, 1995

ORDER TIME : 11:52 AM

600001469716

ORDER NO. : 587862

CUSTOMER NO: 869010

CUSTOMER: Ms. Ann Jones
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

NAME: TRIVEST 1988 INSTITUTIONAL
FUND MANAGERS II, LTD.

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

5/1/95
hm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -1 PM 3:05

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TRIVEST 1988 INSTITUTIONAL FUND MANAGERS II, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1995), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of TRIVEST 1988 INSTITUTIONAL FUND MANAGERS 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 1988 INSTITUTIONAL FUND MANAGERS II, LTD.
2. The business address and the mailing address of the limited partnership is 2665 S. Bayshore Drive - Eighth Floor, Miami, FL 33133.
3. The name of the registered agent for service of process required by §620.305 of the Florida Statutes is:

PETER W. KLEIN

4. The Florida street address for the registered agent is:

**2665 S. Bayshore Drive - Eighth Floor
Miami, FL 33133**

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of TRIVEST 1988 INSTITUTIONAL FUND MANAGERS II, LTD., at the place designated in this Certificate of Limited Partnership of TRIVEST 1988 INSTITUTIONAL FUND MANAGERS 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.



PETER W. KLEIN, Registered Agent

Dated: April 28, 1995.

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

Q17779

**TRIVEST GROUP, INC.
2665 S. Bayshore Drive - Eighth Floor
Miami, FL 33133**

FILED
STATE
SECRETARY OF
CORPORATIONS
MAY - 1 PM 3:05

7. The latest date upon which the limited partnership is to dissolve is December 31, 2010.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 29th day of April, 1995 in accordance with §620.114 of the Florida Statutes.

TRIVEST GROUP, INC., a Delaware corporation, general partner

BY:

Peter W. Klein
PETER W. KLEIN, Vice President

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STATE
SECRETARY OF
CORPORATIONS
DIVISION OF
85 MAY - 1
PM 3:05

AFFIDAVIT

THE UNDERSIGNED, constituting all of the general partners of TRIVEST 1988 INSTITUTIONAL FUND MANAGERS II, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is: \$ 100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ - 0 -.

FURTHER AFFIANT SAYETH NOT.

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

TRIVEST GROUP, INC., a Delaware corporation, general partner

BY:

Peter W. Klein
PETER W. KLEIN - Vice President

CAPITAL CONNECTION, INC.

417 E. Virginia St., Tallahassee, FL 32301 (904) 224-8870
 Mailing Address: Post Office Box 49, Tallahassee, FL 32302
 Tel: (904) 224-8870
 Fax: (904) 222-1772

A95000000683

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matlor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

mk
 C. TAX _____
 FILING _____ *52.50*
 R AGENT FEE _____
 C. COPY _____ *52.50*
 TOTAL _____ *105.00*
 1. BANK _____
 BALANCE DUE _____
 RE FUND _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *AAK* _____

WALK-IN
 Will Pick Up *5-10-200*

RE: *Trinity 228-4554*
Florida, Inc.

C.C. FEE. DISBURSED

Capital Express™
 Art. of Inc. File *50000014137123*
 Corp. Record Search *-05/15/95--01029--004*
 Ltd. Partnership File ****105.00 ***105.00*
 Foreign Corp. File
 () Cert. Copy(s)

Art. of Amend. File
 Dissolution/Withdrawal
 C U S-
 Fictitious Name File

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 10 PM 3:41

TRIVEST 1988 INSTITUTIONAL FUND MANAGERS II, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.109 of the Florida Statutes, the undersigned, being the Sole General Partner of TRIVEST 1988 INSTITUTIONAL FUND MANAGERS II, LTD., does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is TRIVEST 1988 INSTITUTIONAL FUND MANAGERS II, LTD.
2. The date of filing of the original Certificate of Limited Partnership was May 1, 1995 under Document #A95000000683.
3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect a change in the name of the Limited Partnership to:

TRIVEST 1988 INSTITUTIONAL FUND MANAGERS, LTD.

4. Except as hereby amended the Certificate of Limited Partnership shall remain the same.

IN WITNESS WHEREOF, the undersigned, being the Sole General Partner has executed this Certificate of Amendment to the Certificate of Limited Partnership on the _for the purposes herein expressed on this 9th day of May, 1995.

SOLE GENERAL PARTNER:

TRIVEST GROUP, INC., a Delaware corporation,
general partner

BY:



PETER W. KLEIN, Vice President

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100, Tallahassee, FL 32302
 Mailing Address: Post Office Box 100, Tallahassee, FL 32302
 TOLL FREE (800) 342-6642
 FAX (904) 227-1222

A95000683
 Trimest 1988
 Managers, Ltd.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

445A0004759
 MK 10/23/95

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

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME SK CK No. _____

BY SK

WALK-IN 10.22 3.00
 Will Pick Up

Capital Express™	DISBURSED
Art. of Inc. File	
✓ Corp. Record Search	
✓ Ltd. Partnership File	
Foreign Corp. File	
() Cert. Copy(s)	
Art. of Amend. File	
Dissolution/Withdrawal	
C U S-	
Fictitious Name File	
Name Reservation	
Annual Report/Reinstatement	
Reg. Agent Service	
Document Filing	
Corporate Kit	
Vehicle Search	
Driving Record	
Document Retrieval	
UCC 1 or 3 File	
UCC 11 Search	
UCC 11 Retrieval	
File No.'s, Copies	
Courier Service	
Shipping/Handling	
Phone ()	
Top Priority	
Express Mail Prep.	
FAX () pgs.	

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....
 \$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**CERTIFICATE OF CANCELLATION
FOR**

TRIVEST 1988 INSTITUTIONAL FUND MANAGERS, LTD.

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 MAY 1, 1995 under Document #A95000000683, hereby submits this certificate of cancellation.

FIRST: Trivest 1988 Institutional Fund Managers, 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 19th day of October, 1995.

SOLE GENERAL PARTNER:

Trivest Group, Inc.

By: _____

Marilyn D. Kuffner, Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 PM 1:18

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 PM 1:18