

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9071

800-142-8086

995000000689



ACCOUNT NO. : 0721000000032

REFERENCE : 587862 86901Q

AUTHORIZATION :

COST LIMIT : 9 *Patricia Pyatt*

ORDER DATE : May 1, 1995

ORDER TIME : 9:46 AM

ORDER NO. : 587862

CUSTOMER NO: 86901Q

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 FUND MANAGERS II,
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: Jodie Krebs

EXAMINER'S INITIALS: *B/C*

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

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

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

800001470648

5/1/95

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TRIVEST 1988 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 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 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 §620.105 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 FUND MANAGERS II, LTD., at the place designated in this Certificate of Limited Partnership of TRIVEST 1988 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:

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

① 617 779

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 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 Solo General Partner has executed the foregoing Certificate of Limited Partnership on the 28th 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, Vice President

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

AFFIDAVIT

THE UNDERSIGNED, constituting all of the general partners of TRIVEST 1988 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 - Vice President

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32301-0349

TOLL FREE No. 1-800-333-3333

FAX (904) 224-1222

A9500000689

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 \$ _____

6/12/95
B/M

G. TAX _____
FILING _____
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
OFFICIAL _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN _____
Will Pick Up _____

RE: Invest 1988 Fund

Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
() Cert. Copy(s) _____
Art. of Amend. File _____
Dissolution/Withdrawal _____
C U B _____
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
TRIVEST 1988 FUND MANAGERS II, LTD.

FILED STATE
DIVISION OF CORPORATIONS
95 JUN 12 PM 1:31

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 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 FUND MANAGERS II, LTD.
2. The date of filing of the original Certificate of Limited Partnership was May 1, 1995 under Document #A95000000689.
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 FUND MANAGERS, LTD.

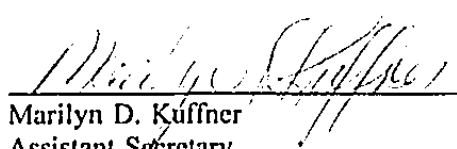
4. Except as hereby amended the Certificate of Limited Partnership shall remain the same.

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

SOLE GENERAL PARTNER:

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

BY:


Marilyn D. Kuffner
Assistant Secretary

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TO: FR: No. 000-12-062

222-12-12

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

10/23/95
FEE 52.50
V. AGENT FEE 52.50
C. COPY 105.00
TOTAL 210.00
N. BANK
BALANCE DUE
REFUND

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *Shz* _____

WALK-IN 10.27 3:00
Will Pick Up

RE: *Trivest 1988 Fund*
INVESTMENTS, Ltd.

C.C. FEE. DISBURSED

<input type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input checked="" type="checkbox"/> Name Reservation	_____	_____
<input checked="" type="checkbox"/> Annual Report/Return	_____	_____
<input checked="" type="checkbox"/> Reg. Agent Service	_____	_____
<input checked="" type="checkbox"/> Document Filing	_____	_____
<input checked="" type="checkbox"/> Supp Affidavit	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prop.	_____	_____
<input type="checkbox"/> 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

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 PM 1:31

The undersigned constituting all of the general partners of Trivest 1988 Fund Managers, Ltd., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes

The total amount of capital contributions of the limited partners to date is \$4,950.

This 17th day of October, 1995.

FURTHER AFFIANT SAYETH NOT.

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

General Partner
Trivest Group, Inc.

By: Marilyn D. Kuffner

Marilyn D. Kuffner, Assistant Secretary

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996

A9500000689

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 PH 1:27

1. Name of Partnership

1a. DOCUMENT #
A9500000689

TRIVEST 1988 FUND MANAGERS, LTD.

DO NOT WRITE IN THIS SPACE

2. New Mailing Address (if Applicable)

State Apt # etc

City State & Zip

2a. New Principal Office Address (if Applicable)

State Apt # etc

City State & Zip

Mailing Address

2665 SOUTH BAYSHORE DRIVE, 8TH FLOOR
MIAMI FL 33133

Principal Office Address

2665 SOUTH BAYSHORE DRIVE, 8TH FLOOR
MIAMI FL 33133

If above addresses are incorrect in any way, use through the correct information and enter correct addresses in Block 2 and/or 2a

3. Date Partner(s) Registered for this Business in
FLORIDA 05/01/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$100.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$4,950

6. FID Number
65-0592151

Applied For
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
\$0.75 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2) Supplemental Fee: \$138.75 (pursuant to section 607.101 F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

KLEIN, PETER W
2665 SOUTH BAYSHORE DRIVE, 8TH FLOOR
MIAMI FL 33133

10. If changed, new Registered Agent/Office

Name

Street Address (If D. Has Partner in that Association)

State Apt # etc

City

950001620569
-10/26/95--01033--013
****191.25 FL ****191.25

10n. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

TRIVEST GROUP, INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

2665 SOUTH BAYSHORE D

11b. City, State & Zip Code

MIAMI FL 33133

11c. Registration/
Document Number

P17779

52.50
138.75
191.25

D/K 10/23/95

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is accurately furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability if such compliance with law fee. I further certify that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 120, Florida Statutes.

SIGNATURE

Trivest Group Inc.

Type or Print Name of General Partner Signing Form

By: Marilyn D. Kuffner, Asst. Sec'y

DATE

Telephone Number

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

A95000000689



PRIME HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 028478 4371937

AUTHORIZATION :

COST LIMIT : \$ PPD

4000001904524
-07/25/96--01073--006
***105.00 ***105.00

ORDER DATE : July 23, 1996

ORDER TIME : 10:37 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 12:57

DOMESTIC AMENDMENT FILING

NAME: TRIVEST 1988 FUND
MANAGERS, LTD.

IAA FILING 52.50
R. AGENT FEE 52.50
2. COPY 105.00
TOTAL
N. BANK
BALANCE DUE
RECEIVED

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

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

RECEIVED
96 JUL 23 AM 11:08
DIVISION OF CORPORATIONS

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of TRIVEST 1988 FUND MANAGERS, LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes

The total amount of capital contributions of the limited partners to date is \$10,000.

This 22nd day of July, 1996.

FURTHER AFFIANT SAYETH NOT.

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

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

By: 

Marilyn D. Kuffner
Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 PM 12:57

Trivest, Inc.

2665 South Bayshore Drive
Suite 800
Miami, Florida 33134-5401
Telephone (305) 858-2200
Facsimile (305) 285-0102

September 26, 1996

VIA OVERNIGHT COURIER

Division of Corporations
Attn: LIMITED PARTNERSHIP
409 East Gaines Street
Tallahassee, FL 32399

RE: Limited Partnerships - Filing of Supplemental Affidavits

700001967567
-10/08/96--01093--002
***1802.50 ***1802.50

To Whom It May Concern:

Enclosed please find the following documents which need to be filed in your office. Also enclosed are the individual checks for the requisite filing fees.

1. Trivest 1988 Fund Managers, Ltd., Charter #A95000000689 - Supplemental Affidavit of Capital Contributions and check in the amount of \$1802.50 and the 1997 Limited Partnership Annual Report and check in the amount of \$576.25.
2. Trivest Fund II Manager, Ltd., Charter #A95000000481 - Supplemental Affidavit of Capital Contributions and check in the amount of \$188.11 and the 1997 Limited Partnership Annual Report and check in the amount of \$576.25.
3. Trivest Annuity Fund, Ltd., Charter #A96000000101 - Supplemental Affidavit of Capital Contributions and check in the amount of \$1802.50 and the 1997 Limited Partnership Annual Report and check in the amount of \$576.25.

Please return the certified copies to my attention. For your convenience, I have enclosed a self-addressed envelope.

If you have any questions or require additional information in order to process these documents, please call me.

Thank you for your assistance with this matter.

Very truly yours,

Marilyn D. Kuffner
Assistant Secretary

A95000000689	
Availability	
Document	
Ex. 101	Doc
Index	
Enclosures	none
cc:	B. Jay Anderson (without copies)
Ver. by	
Ackno	
W. P. Verifier	

increasing contributions
to \$571,817.
(571,817)

C. TAX _____
FILING 1,750.00
R. AGENT FEE _____
C. COPY 62.50
TOL _____
N. DUES _____
BALANCE DUE _____
REFUND _____

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of TRIVEST 1988 FUND MANAGERS, LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes

The total amount of capital contributions of the limited partners to date is \$517,817.

This 25th day of September, 1996.

FURTHER AFFIANT SAYETH NOT.

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

FILED
96 SEP 27 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

By: _____

Marilyn D. Kuffner
Marilyn D. Kuffner
Assistant Secretary

Trivest,

2665 So. Shore
Suite 800
Miami, Florida 33133-5002
Telephone (305) 858-2200
Facsimile (305) 285-0102

February 26, 1997

Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

300002100883--0
-02/28/97--01049--001
***1802.50 ***1802.50

Re: Trivest 1988 Fund Managers, Ltd. - Charter #A95000000689

Ladies and Gentlemen:

Enclosed please find duplicate originals of a Supplemental Affidavit of Capital Contribution for the above listed limited partnership. Also enclosed is our check in the amount of \$1802.50, in payment of the filing fees.

Please send the certified copy of the Affidavit to me. For your convenience, I have enclosed a self-addressed envelope.

If you have any questions, please do not hesitate to contact me.

Thank you for your attention to this matter.

Very truly yours,

Marilyn D. Kuffner
Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 28 AM 11:19

MDK
Enclosures

A95-689

Name	OK-2-28
Availability	
Document Examiner	OK
Updater	OK
Verifier	OK
Acknowledger	OK
W. P. V.	OK

