

JUN-20-95 TUE 10:27

GUNSTER YOKLEY & STEWART

FAX NO. 8323583

P.02

A 95000000925

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT,

TYPE, EFILED
CORPORATE NAME, CYPRESS EQUITY FUND, LTD.
SUB-ACCOUNT NUMBER,
METHOD OF DELIVERY, F
FAX PHONE NUMBER, (407) 659-3852
MAILING NAME/ADDRESS, GUNSTER, YOKLEY & STEWART, P.A.
777 S FLAGLER DR
PHILLIPS POINT SUITE 500E
WEST PALM BEACH

FL 33401-6194 US

CERTIFICATE(S) REQUESTED, NO
ESTIMATED CHARGES, \$1785.00

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT
CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

6/20/95 FLORIDA DIVISION OF CORPORATIONS 2:32 PM
PUBLIC ACCESS SYSTEM
(((H95000000057))) ELECTRONIC FILING COVER SHEET
TO, DIVISION OF CORPORATIONS FROM, GUNSTER, YOKLEY & STEWART, P.A.
DEPARTMENT OF STATE 777 S FLAGLER DR
STATE OF FLORIDA PHILLIPS POINT SUITE 500E
409 EAST GAINES STREET WEST PALM BEACH FL 33401-6194
TALLAHASSEE, FL 32399 CONTACT, SHERI J MILLER
FAX, (804) 922-1400 PHONE, (407) 659-0050
FAX, (407) 659-3852
(((H95000000057))) DOCUMENT TYPE, FLORIDA LIMITED PARTNERSHIP
NAME, CYPRESS EQUITY FUND, LTD.
FAX AUDIT NUMBER, H95000000057 CURRENT STATUS, REQUESTED
DATE REQUESTED, 06/20/1995 TIME REQUESTED, 14:31:59
CERTIFIED COPIES, 0 CERTIFICATE OF STATUS, 0
NUMBER OF PAGES, 2 METHOD OF DELIVERY, FAX
ESTIMATED CHARGE, \$1,785.00 ACCOUNT NUMBER, 076117000420

Note, Please print this page and use it as a cover sheet when submitting
documents to the Division of Corporations. Your document cannot be processed
without the information contained on this page. Remember to type the Fax Audit
number on the top and bottom of all pages of the document.

(((H95000000057)))

.. ENTER 'N' FOR MENU. ..

6/20/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

2:32 PM

1. ENTER PASSWORD
2. REQUEST ELECTRONIC FILING
3. REQUEST ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU
8. RETURN TO MAIN MENU

--KEY--
PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
... NO KEY ...
... NO KEY ...
... NO KEY ...
... NO KEY ...
... NO KEY ...

--- CURRENT DEFAULTS ---

6/21/95

JUN-20-95 TUE 18:28

GUNSTER YOAKLEY & STEWART FAX NO. 0323563

P.01

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.

ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33402-4587

TULSAHONN (407) 655-1980
FAX (407) 655-5677

OTHER OFFICES IN:
STUART, FL (407) 288-1980
FORT LAUDERDALE, FL (303) 462-2000

FAX TRANSMITTAL FORM

DATE: June 20, 1995
TO: FL Division of Corporations
FIRM: Department of State
CITY, STATE: Tallahassee, FL
FAX #: 904-922-4000
PHONE #: 904-487-6926
FROM: Rose Carbone, Legal Assistant Ext: 726
ORIGINALS TO FOLLOW: No

FILED
JUN 21 AM 9 23
TALLAHASSEE, FLORIDA

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE) 5
NOTE: PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED: (407)650-0728

Message:

CONFIDENTIALITY NOTE:

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS LEGALLY PRIVILEGED AND CONFIDENTIAL, INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU RECEIVE THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE (COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE-LISTED ADDRESS VIA THE U.S. POSTAL. WE WILL REIMBURSE YOU FOR POSTAGE AND/OR TELEPHONE EXPENSES INVOLVED. THANK YOU.

CLIENT/MATTER#: 14512.1

H95000006057

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CYPRESS EQUITY FUND, LTD.
a Florida limited partnership**

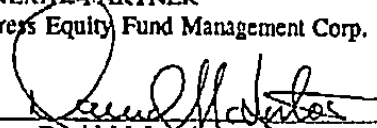
A95000000925

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:
Cypress Equity Fund, Ltd.
2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:
c/o Cypress Equity Fund Management Corp.
Sun Bank Center
200 South Orange Avenue, Suite 1200
Orlando, Florida 32801
3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:
Cypress Equity Fund Management Corp.
Sun Bank Center
200 South Orange Avenue, Suite 1200
Orlando, Florida 32801
4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:
Cypress Equity Fund Management Corp. Sun Bank Center
200 South Orange Avenue, Suite 1200
Orlando, Florida 32801
5. Mailing Address. The mailing address of the Partnership is as follows:
c/o Cypress Equity Fund Management Corp.
Sun Bank Center
200 South Orange Avenue, Suite 1200
Orlando, Florida 32801
6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is June 15, 2010.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of Cypress Equity Fund, Ltd. this 9th day of June, 1995.

GENERAL PARTNER
Cypress Equity Fund Management Corp.

By: 
Name: David McIntosh
Its: Vice President

H95000006957

Michael V. Mittrione, Esq. (FL. Bar No. 294551)
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500E
West Palm Beach, Florida 33401
(407) 655-1980

FILED
1995 JUN 21 AM 9:23
TALLAHASSEE, FLORIDA

H95000006857

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Cypress Equity Fund, Ltd., a Florida Limited Partnership (the "Partnership"), in the foregoing Certificate of Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes (specifically, Ch. 620.105) relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:
Cypress Equity Fund Management Corp.

By: David McIntosh
David McIntosh, Vice President

FILED
1995 JUN 21 AM 9:23
TALLAHASSEE, FLORIDA

H95000006857

1195000006857

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared David McIntosh, Vice-President of Cypress Equity Fund Management Corp., a Florida not-for-profit corporation, General Partner of Cypress Equity Fund, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who certifies as follows:

1. The total amount of anticipated capital contributions of the limited partners to the Partnership is \$16,000,000.
2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

Executed this 9th day of June, 1995.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER

Cypress Equity Fund Management Corp., a Florida not-for-profit corporation, General Partner

By: David McIntosh

Name: David McIntosh

Its: Vice President

STATE OF FLORIDA

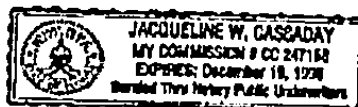
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared David McIntosh, Vice-President of Cypress Equity Fund Management Corp., a Florida not-for-profit corporation, General Partner, personally known to me and known by me to be the person who executed the foregoing Instrument, and he acknowledged to me and before me that he executed this Instrument on behalf of the General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of June, 1995.

Jacqueline W. Casaday
Notary Public

State of Florida at Large
My Commission Expires:



(1024)

1195000006857

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Matheson
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 JAN -2 PM 4:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000925

CYPRESS EQUITY FUND, LTD.

96 AR

CM

Mailing Address

C/O CYPRESS EQUITY FUND MANAGEMENT CORP.
200 SOUTH ORANGE AVE., STE. 1200
ORLANDO FL 32801

Principal Office Address

C/O CYPRESS EQUITY FUND MANAGEMENT CORP.
200 SOUTH ORANGE AVE., STE. 1200
ORLANDO FL 32801

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

3. Date Formed or Registered for Business in
FLORIDA 06/21/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$16,000,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$314,510.00

6. FFI Number
59-3320615

Applied Fee
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 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
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

CYPRESS EQUITY FUND MANAGEMENT CORP.
SUN BANK CENTER
200 SOUTH ORANGE AVE., STE. 1200
ORLANDO FL 32801

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State, Apt. #, etc.

City

FL

Zip Code

10a. 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)

David Frank President

DATE

12/21/95

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

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

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

11b. City, State & Zip Code

11c. Registration/
Document Number

CYPRESS EQUITY FUND MANAGEME

200 SOUTH ORANGE AVE.

ORLANDO FL 32801

N94000003341

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 voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on the 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 620, Florida Statutes.

SIGNATURE

David Frank

DATE

12/24/95

Typed or Printed Name of General Partner Signing Form

Telephone Number

407 425 5313