A95000000925

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT.

TYPE. EFIL05
CORPORATE NAME. CYPRESS EQUITY FUND, LTD.

SUB-ACCOUNT NUMBER.
METHOD OF DELIVERY. F
FAX PHONE NUMBER. (407)659-3852
MAILING NAME/ADDRESS. GUNSTER, YOAKLEY & STEWART, P.A.
777 S FLAGLER DR
PHILLIPS POINT SUITE 500E
WEST PALM BEACH FL 33401-6194 US

FILED
1995 JUN 21 AM 9:23
TALLAHASSEE, FLORIDA

CERTIFICATE(S) REQUESTED. NO
ESTIMATED CHARGES. $1705.00

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
(((H95000006857))) ELECTRONIC FILING COVER SHEET
TO. DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX. (904) 922-1000

FROM. GUNSTER, YOAKLEY & STEWART, P.A.
777 S FLAGLER DR
PHILLIPS POINT SUITE 500E
WEST PALM BEACH FL 33401-6194
CONTACT. SHERI J MILLER
PHONE. (407) 659-3658
FAX. (407) 659-3852

(((H95000006857)))
DOCUMENT TYPE. FLORIDA LIMITED PARTNERSHIP
NAME. CYPRESS EQUITY FUND, LTD.
FAX AUDIT NUMBER. H95000006857
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. $1,705.00
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.
(((H95000006857)))
** ENTER 'M' FOR MENU. **

6/20/95 FLORIDA DIVISION OF CORPORATIONS 2:32 PM
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

	--KEY--
1. ENTER PASSWORD	PASSWORD/NEWPASSWORD
2. REQUEST ELECTRONIC FILING	DOCUMENT TYPE
3. REQUEST ELECTRONIC CERTIFICATE	CORPORATE DOCUMENT NUMBER
4. ALTER DEFAULTS FOR THIS SESSION	*** NO KEY ***
5. RESTORE ORIGINAL DEFAULTS	*** NO KEY ***
6. ELECTRONIC FILING INQUIRY MENU	*** NO KEY ***
7. UCC ELECTRONIC FILING MENU	*** NO KEY ***
8. RETURN TO MAIN MENU	*** NO KEY ***

--- CURRENT DEFAULTS ---

6/21/95 aw

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

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

OTHER OFFICES IN:
STUART, FL (407) 288-1980
FORT LAUDERDALE, FL (305) 462-2000

FAX TRANSMITTAL FORM

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1995 JUN 21 AM 9:23
TALLAHASSEE, FLORIDA

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	

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

Message:

CLIENT/MATTER#: 14512.1

H95000006857

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 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

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TALLAHASSEE, FLORIDA

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

H95000006357
Michael V. Mitrione, 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

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, Vice President

FILED
1995 JUN 21 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

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TALLAHASSEE, FLORIDA

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: _____
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.

_____
Notary Public

State of Florida at Large
My Commission Expires:

JACQUELINE W. CASSADAY
MY COMMISSION # CC 247158
EXPIRES: December 18, 1998
Bonded Thru Notary Public Underwriters

(4334)

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 Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 JAN -2 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

CYPRESS EQUITY FUND, LTD.

1a. DOCUMENT #
A95000000925

96 AR
CM

2. New Mailing Address If Applicable

Suite Apt # etc.

City State & Zip

2a. New Principal Office Address If Applicable

Suite Apt # etc.

City State & Zip

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 to Do Business in FLORIDA	3a. Date of Last Report	4. State or Country of Formation
06/21/1995		FL

5a. Capital Contributions as Shown on Record	5b. Amount of Capital Contributions in FLORIDA to date	6. FEI Number	7. CERTIFICATE OF STATUS REQUIRED
$16,000,000.00	$314,510.00	59-3320615	Applied For / Not Applicable — $8.75 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: $130.75 (pursuant to section 607.193, 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	10. If changed, new Registered Agent/Office
CYPRESS EQUITY FUND MANAGEMENT CORP. SUN BANK CENTER 200 SOUTH ORANGE AVE., STE. 1200 ORLANDO FL 32801	Name Street Address (P.O. Box Number is Not Acceptable) Suite Apt # etc. City FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.182, 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 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) Dawn Trundle Resident 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)(i), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(i) in the event 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 620, Florida Statutes.

SIGNATURE Dawn Trundle DATE 12/24/95

Typed or Printed Name of General Partner Signing Form _____ Telephone Number 407 425 5313

CR2E003 (6/95)

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