

CAPITAL CONNECTION, INC.

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

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

TOLL FREE No. 1-800-42-8062

FAX (904) 224-2222

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 \$ _____

RECEIVED
96 JAN 12 AM 11:14
DIVISION OF CORPORATION

G. TAX _____
FILING _____
R. AGENT FEE _____
B. COPY _____
TOTAL _____
B. BANK _____
BALANCE DUE _____
REFUND _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 1/12 12:00

RE: Trivest Annuity No. 52316

Capital Express™
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

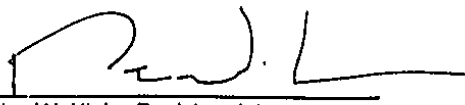
**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TRIVEST ANNUITY FUND, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 12 PM 2:17

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) (the "Florida Limited Partnership Act"), Trivest Plan Sponsor, Inc., a Delaware corporation (the "General Partner"), hereby files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is Trivest Annuity Fund, Ltd.
2. The business and mailing address of the limited partnership is 2665 South Bayshore Drive, Eighth Floor, Miami, Florida 33133.
3. The name of the registered agent for service of process is Peter W. Klein (the "Registered Agent"), and the address of such Registered Agent is 2665 South Bayshore Drive, Eighth Floor, Miami, Florida 33133.
5. Acceptance of Appointment of Registered Agent:

I, Peter W. Klein, hereby accept the designation of Registered Agent for Trivest Annuity Fund, Ltd. and confirm that I am familiar with and agree to accept the obligations imposed by the Florida Limited Partnership Act.


Peter W. Klein, Registered Agent

Dated, January 11, 1996

6. The name and business address of the sole General Partner is as follows:

Trivest Plan Sponsor, Inc.
2665 South Bayshore Drive
Eighth Floor
Miami, Florida 33133

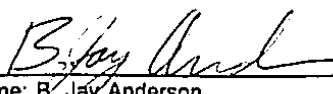
p16046

7. The latest date upon which the limited partnership is to dissolve is January 12, 2000.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 11th day of January, 1996 in accordance with §620.114 of the Florida Limited Partnership Act.

GENERAL PARTNER

Trivest Plan Sponsor, Inc.

By: 
Name: B. Jay Anderson
Title: Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 12 PM 2:17

AFFIDAVIT

THE UNDERSIGNED, constituting the sole General Partner of Trivest Annuity Fund, Ltd., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$5,500,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,500,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned hereby declares that it has read the foregoing and know the contents thereof and that the facts stated herein are, to the best of its knowledge, true and correct.

GENERAL PARTNER:

Trivest Plan Sponsor, Inc.

By: B. Jay Anderson
Name: B. Jay Anderson
Title: Vice President

Trivest, Inc.

2665 South Bayshore Drive
Suite 800
Miami, Florida 33133-5401
Telephone (305) 858-2200
Facsimile (305) 285-0102

TRIVEST

September 28, 1998

A96000000101

VIA OVERNIGHT COURIER

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

RE: Limited Partnerships - Filing of Supplemental Affidavits

200001967572
-10/08/96--01093--004
***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

| | |
|--------------|----------------------------------|
| Name | A96000000101 |
| Availability | |
| Ex | |
| Upt | mdk |
| Ver | Enclosures |
| cc: | B. Jay Anderson (without copies) |
| Action | |
| File | |

increasing
contributions
to \$6,287,997

C. TAX
FILING 1,750.00
R. ADVERT FEE
C. COPY 52.50
TAX
N. LITIG
BALANCE DUE
REFUND

MANAGEMENT OF THE ENVIRONMENT IN THE 21ST CENTURY