

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100, Tallahassee, FL 32301 (904) 224-8870

Mailing Address: Post Office Box 149, Tallahassee, FL 32302

TOLL FREE No. 1-800-522-8000

AX (904) 224-8870

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 \$ \_\_\_\_\_

G. TAX \_\_\_\_\_ 8.25  
FILING \_\_\_\_\_ 125.00  
R. AGENT FEE \_\_\_\_\_ 3.00  
C. COPY \_\_\_\_\_ 52.50  
TOTAL \_\_\_\_\_ 1846.25  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

mr 1/17/96

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN 1/17 12:00  
Will Pick Up

of No 52280  
Investment Principals  
UDDI LTD

G.C. FEE, DISBURSED

Capital Express™  
Art. of Inc. File 500891-693995  
Corp. Record Search -01/22/96--01007--010  
Ltd. Partnership File \*\*\*1837.50 \*\*\*1837.50  
Foreign Corp. File  
( ) Cert. Copy(s)

Art. of Amend. File  
Dissolution/Withdrawal  
C U B. 62  
Fictitious Name File

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

Corporate KII  
Vehicle Search 500891-693995  
Driving Record -01/22/96--01007--009  
Document Retrieval \*\*\*\*\*8.75 \*\*\*\*\*8.75

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

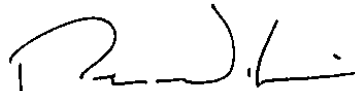
THANK YOU  
from  
Your Capital Connection

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TRIVEST PRINCIPALS FUND II, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1983) and §620.108 of the Florida Statutes, the undersigned, being all of the General Partners of TRIVEST PRINCIPALS FUND II, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is TRIVEST PRINCIPALS FUND II, LTD.
2. The business address and the mailing address of the limited partnership is 2665 South Bayshore Drive, Suite 800, Miami, Florida 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 South Bayshore Drive, Suite 800, Miami, Florida 33133.
5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of TRIVEST PRINCIPALS FUND II, LTD., at the place designated in this Certificate of Limited Partnership of TRIVEST PRINCIPALS FUND 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: January 16, 1996

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

Trivest Equities, Inc.  
2665 South Bayshore Drive  
Suite 800  
Miami, Florida 33133

89500024317

7. The latest date upon which the limited partnership is to dissolve is December 31, 2050.

**IN WITNESS WHEREOF**, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 16th day of January, 1996 in accordance with §620.114 of the Florida Statutes.

TRIVEST EQUITIES, INC.,  
a Florida corporation, sole General Partner



By: B. Jay Anderson, Vice President

**AFFIDAVIT**

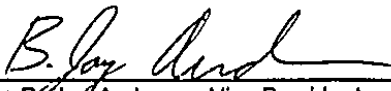
**THE UNDERSIGNED**, constituting all of the general partners of TRIVEST PRINCIPALS FUND II, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$13,636,365.00.

**FURTHER AFFIANT SAYETH NOT.**

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

TRIVEST EQUITIES, INC.,  
a Florida corporation, sole General Partner

  
By: B. Jay Anderson, Vice President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 17 PM 1:27

1201 HAYS STREET  
TALLAHASSEE, FL 32310-2607

800-342-8086

004-227-0071

1-800-342-8086



A960000000117

ACCOUNT NO. : 072100000032

REFERENCE : 028478 4371937

AUTHORIZATION :

COST LIMIT : \$ PPD

500001904555  
-07/25/96--01073--009  
\*\*\*1802.50 \*\*\*1802.50

ORDER DATE : July 23, 1996

ORDER TIME : 10:39 AM

ORDER NO. : 028478

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Ass  
Trivest, Inc.  
2665 S. Bayshore Drive  
Suite #800  
Miami, FL 33133

G. IAX \_\_\_\_\_  
FILING \_\_\_\_\_ 1750.00  
R. AGENT FEE \_\_\_\_\_  
C. COPY \_\_\_\_\_ 50.50  
TOTAL \_\_\_\_\_ 1802.50  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 23 PM 12:51

DOMESTIC AMENDMENT FILING

NAME: TRIVEST PRINCIPALS FUND  
II, LTD.

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:

RECEIVED  
96 JUL 23 AM 11:08  
DIVISION OF CORPORATION

7/23/96

BK

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

The undersigned constituting all of the general partners of TRIVEST PRINCIPALS FUND II, LDC, 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 \$16,100,000.

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 EQUITIES, INC., a Florida  
corporation, sole general partner

By: 

Marilyn D. Kuffner  
Assistant Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 23 PM 12:51

A LOCAL...  
TO KNOW...  
A NATIONAL...  
TO SERVE...



ACCOUNT NO. : 072100000032

REFERENCE : 099487 4371937

AUTHORIZATION *Patricia Pyzdek*

COST LIMIT : \$ 236.25

ORDER DATE : September 26, 1996

ORDER TIME : 10:55 AM

ORDER NO. : 099487

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Asst  
Trivest, Inc.  
2665 S. Bayshore Drive  
Suite #800  
Miami, FL 33133

RECEIVED  
96 SEP 27 AM 11:27  
DIVISION OF CORPORATION

*Agreed to  
L.P.*

600001958796

FILED  
96 SEP 27 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: TRIVEST PRINCIPALS FUND II,  
LTD.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
      RESTATED ARTICLES OF

PLEASE RETURN THE FOLLOWING

XXX CERTIFIED COPY (3)  
      PLAIN STAMPED COPY  
XXX CERTIFICATE OF GOOD STANDING (3)

Name Availability	9/27/96
Document Examiner	ROLL
Update	ROLL
Acknowledgement	ROLL
W.P. Verityer	ROLL

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TRIVEST PRINCIPALS FUND II, LTD.**

**FILED**  
96 SEP 27 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on January 17, 1996 under Document #A96000000117, adopts the following certificate of amendment to its certificate of limited partnership:

**FIRST:** This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect the following change in the general partner of the limited partnership.

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

Trivest Principals Fund II, Inc.  
2665 South Bayshore Drive, Suite 800  
Miami, Florida 33133

**SECOND:** This certificate of amendment shall be effective at the time of its filing with the Florida Secretary of State.

**IN WITNESS WHEREOF,** the General Partners have executed this Certificate of Amendment to Certificate of Limited Partnership on this 26th day of September, 1996.

**WITHDRAWING GENERAL PARTNER:**

Trivest Equities, Inc., a Florida corporation

By: Marilyn D. Kuffner  
Marilyn D. Kuffner, Assistant Secretary

**SOLE GENERAL PARTNER:**

Trivest Principals Fund II, Inc., a Florida corporation

By: Marilyn D. Kuffner  
Marilyn D. Kuffner, Assistant Secretary