

# A99000000941



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 269910 4303929

AUTHORIZATION : *Patricia Pizot*

COST LIMIT : \$ 148.75

FILED OF STATE  
SECRETARY OF CORPORATIONS  
99 JUN 10 PM 2:13

ORDER DATE : June 10, 1999

ORDER TIME : 11:25 AM

ORDER NO. : 269910-005

CUSTOMER NO: 4303929

500002900715--5

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: TFP, LTD.

EFFECTIVE DATE: JUNE 10, 1999

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

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

RECEIVED  
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TALLAHASSEE  
DIVISION OF CORPORATIONS  
MAIL ROOM

*MPK*  
*c/10/99*

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**TFP, LTD.**

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Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned, being the sole General Partner of TFP, 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 TFP, LTD.
2. The business address and the mailing address of the limited partnership are 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.
3. The name of the registered agent for service of process required by Section 620.105 of the Act is Peter W. Klein.
4. The Florida street address for the registered agent is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.
5. **Agent Acceptance of Appointment of Registered Agent**

Having been named the statutory registered agent of TFP, LTD., at the place designated in this Certificate of Limited Partnership of TFP, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.129 of the Act, and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.



Peter W. Klein,  
Registered Agent

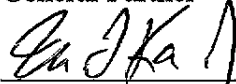
6. The name and business address of the general partner are as follows: TRIVEST II, INC., 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

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7. The latest date upon which the limited partnership is to dissolve is upon the date of termination of Trivest Fund II, Ltd.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 9<sup>th</sup> day of June 1999 in accordance with Section 620.114 of the Act.

TRIVEST II, INC.,  
a Florida corporation,  
General Partner



William F. Kaczynski, Jr.,  
Managing Director

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#### AFFIDAVIT

The undersigned, constituting the sole General Partner of TFP, LTD., a Florida Limited Partnership, hereby certifies 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 is \$ 100.00.

#### 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 II, INC.  
a Florida corporation,  
General Partner



William F. Kaczynski, Jr.,  
Managing Director