

# A99000001417



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FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 AUG 26 PM 2:51

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Quantum Capital Partners II Ltd

- ☐ Walk In
- ☐ Mail Out
- ☐ Will Wait
- ☐ Photocopy

☐ Pick Up Time

- ☐ Certified Copy
- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ ARTICLES ONLY
- ☐ ALL CHARTER DOCS

**NEED TODAY**

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- ☐ Certificate of FICTITIOUS NAME
- ☐ FICTITIOUS NAME SEARCH
- ☐ CORP SEARCH

99 AUG 26 AM 9:58

RECEIVED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

8/26/99

CERTIFICATE OF LIMITED PARTNERSHIP

OF

QUANTUM CAPITAL PARTNERS II, LTD.

THE UNDERSIGNED General Partner hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida this certificate in accordance with Chapter 620, Florida Statutes, Florida Revised Uniform Limited Partnership Act.

ARTICLE ONE  
NAME OF LIMITED PARTNERSHIP

The name of the limited partnership is: QUANTUM CAPITAL PARTNERS II, LTD.

ARTICLE TWO  
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the limited partnership in the State of Florida is 201 N. Franklin Street, Suite 2650, Tampa, Florida 33602, and the Registered Agent is William J. Schifino, Jr. The General Partner may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the limited partnership.

ARTICLE THREE  
NAME AND ADDRESS OF GENERAL PARTNER

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

<u>NAME</u>	<u>ADDRESS</u>
QUANTUM CAPITAL PARTNERS, INC.	201 N Franklin Street One Tampa City Center Suite 2650 Tampa, Florida 33602

98000015470

ARTICLE FOUR  
MAILING ADDRESS OF LIMITED PARTNERSHIP

The mailing address of the limited partnership is as follows:

201 N. Franklin Street  
One Tampa City Center, Suite 2650  
Tampa, Florida 33602

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 26 PM 2:57

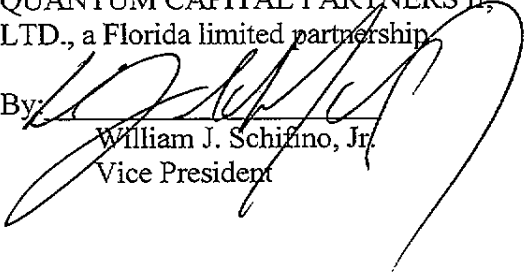
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ARTICLE FIVE  
DURATION OF LIMITED PARTNERSHIP

The latest date upon which the limited partnership is to dissolve is July 31, 2011.

QUANTUM CAPITAL PARTNERS, INC.,  
a Florida corporation

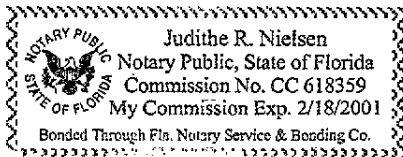
By: Its Sole General Partner  
QUANTUM CAPITAL PARTNERS II,  
LTD., a Florida limited partnership

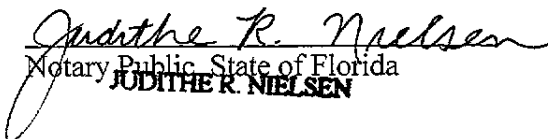
By:   
William J. Schifino, Jr.  
Vice President

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 1999, by WILLIAM J. SCHIFINO, JR., as Vice President of QUANTUM CAPITAL PARTNERS, INC., a Florida corporation, as the sole general partner of QUANTUM CAPITAL PARTNERS II, LTD., a Florida limited partnership, on behalf of the corporation and the partnership. He is known to me, ~~or has produced a driver's license as identification.~~

[AFFIX NOTARIAL SEAL]



  
Notary Public, State of Florida  
JUDITH R. NIELSEN

AFFIDAVIT OF GENERAL PARTNER  
OF QUANTUM CAPITAL PARTNERS II, LTD.

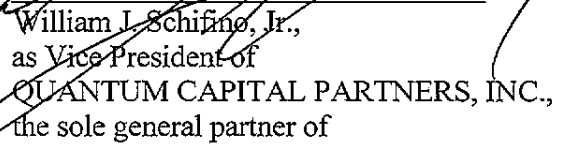
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STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared WILLIAM J. SCHIFINO, JR., Vice President of QUANTUM CAPITAL PARTNERS, INC., a Florida corporation, which is the sole general partner of QUANTUM CAPITAL PARTNERS II, LTD., a Florida limited partnership, who being by me first duly sworn, deposes and says:

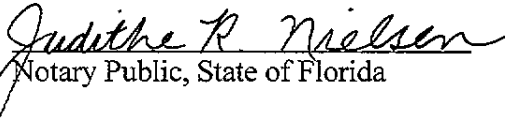
1. That this Affidavit is made in compliance with the Florida Revised Uniform Limited Partnership Act.
2. That the affiant is Vice President of QUANTUM CAPITAL PARTNERS, INC., a Florida corporation, the sole General Partner of QUANTUM CAPITAL PARTNERS II, LTD., a Florida limited partnership
3. That the amount of capital contributions to QUANTUM CAPITAL PARTNERS II, LTD., by the limited partners is \$555,100.00, and the <sup>total</sup> amount anticipated to be contributed by the limited partners to the limited partnership is \$2,500,000.00.

Further affiant sayeth not.

  
William J. Schifino, Jr.,  
as Vice President of  
QUANTUM CAPITAL PARTNERS, INC.,  
the sole general partner of  
QUANTUM CAPITAL PARTNERS II, LTD.  
a Florida limited partnership

SWORN TO AND SUBSCRIBED BEFORE ME this 25<sup>th</sup> day of August, 1999, by William J. Schifino, Jr.

[AFFIX NOTARIAL SEAL]

  
Notary Public, State of Florida

JUDITHE R. NIELSEN

