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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4003

From:

Account Name : TRIVEST, INC. - LEGAL DEPT.  
Account Number : I19990000258  
Phone : (305) 858-2200  
Fax Number : (305) 858-1629

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FLORIDA LIMITED PARTNERSHIP  
TRIVEST-DEI CO-INVESTMENT FUND, LTD.

Certificate of Status	0
Certified Copy	0
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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TRIVEST-DEI CO-INVESTMENT FUND, LTD.**

Pursuant to §620.108 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"), the undersigned, being the sole General Partner TRIVEST-DEI CO-INVESTMENT FUND, 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 TRIVEST-DEI CO-INVESTMENT FUND, 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 §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. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of TRIVEST-DEI CO-INVESTMENT FUND, LTD., at the place designated in this Certificate of Limited Partnership of TRIVEST-DEI CO-INVESTMENT FUND, 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 Act and I agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
Peter W. Klein, Registered Agent

Dated: December 8, 1999

6. The name and business address of the general partner are as follows: TRIVEST-DEI GP, LTD., 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.
7. The latest date upon which the limited partnership is to dissolve is December 31, 2009.

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IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 8th day of December, 1999 in accordance with §620.114 of the Act.

TRIVEST-DEI GP, LTD., a Florida  
Limited partnership, General Partner

By: Trivest II, Inc., a Florida corporation, General  
Partner

By: B. Jay Anderson  
B. Jay Anderson, Director

### AFFIDAVIT

THE UNDERSIGNED, constituting the sole general partner of TRIVEST-DEI CO-INVESTMENT FUND, 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 \$100.

### 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-DEI GP, LTD., a Florida  
Limited partnership, General Partner

By: Trivest II, Inc., a Florida corporation, General  
Partner

By: B. Jay Anderson  
B. Jay Anderson, Director

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