

B95000000041

SIDNEY T. MILLER (1884-1946)
GEORGE L. CANFIELD (1888-1928)
LEWIS M. PADDOCK (1888-1938)
FERDINAND D. STONE (1882-1946)

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

A PROFESSIONAL LIMITED LIABILITY COMPANY

SEVENTH FLOOR
101 NORTH MAIN
ANN ARBOR, MICHIGAN 48104-1400

TELEPHONE (313) 663-2445
FAX (313) 747-7147

DIANE B. CABBELL
(313) 668-7170

February 3, 1995

ANN ARBOR, MICHIGAN
BLOOMFIELD HILLS, MICHIGAN
DETROIT, MICHIGAN
GRAND RAPIDS, MICHIGAN
KALAMAZOO, MICHIGAN
LANSING, MICHIGAN
MONROE, MICHIGAN
WASHINGTON, D.C.

AFFILIATED OFFICES:
PENSACOLA, FLORIDA
ST. PETERSBURG, FLORIDA
ODANSEK, POLAND
WARSAW, POLAND

Mr. Buck Kohr
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

G. TAX	8.75
FILING	1750.00
R. AGENT FEE	25.00
C. COPY	11793.75
TOTAL	
N. BANK	
BALANCE DUE	
REFUND	

Dear Mr. Kohr:

In response to your December 19, 1994 letter, enclosed please find an application to qualify the following entities in Florida:

1. CFCP II, L.C., a Michigan limited liability company.
2. Captec Franchise Capital Partners L.P. II, a Delaware limited partnership (doing business in Florida as Captec Franchise Capital Partners Limited Partnership II).
3. Captec Franchise Capital Corporation II, a Michigan corporation.

At your suggestion, I have enclosed an acknowledgement copy with each of the foregoing.

Please forward the certificates of status and acknowledgement copies to me at the above address. If you have any questions concerning the foregoing, please feel free to give me a call. Thank you for your assistance in this matter.

Very truly yours,

Diane B. Cabbell
Diane B. Cabbell

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -7 PM 1:31

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-02/13/95--01060--007
***1793.75 ***
1793.75

*Wid
Ward*

Florida Department of State, Jim Smith, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Captec Franchise Capital Partners L.P. II
(Name of limited partnership as it is in the home state;

2. Captec Franchise Capital Partners Limited Partnership II
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. November 19, 1991
(State of Formation) (Date of Formation)

5. Richard I. Lott, Esq.
(Name of Registered Agent for Service of Process)

Miller, Canfield, Paddock and Stone, P.A.
6 25 West Cedar Street, Suite 500
(Street Address of Registered Office)

Pensacola , Florida 32501
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Richard I. Lott

(Agent must sign on this line)

8. The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

Captec Franchise Capital Corporation II

24 Frank Lloyd Wright Drive
Lobby L, 4th Floor
P.O. Box 544
Ann Arbor, MI 48106-0544

89500000635

Patrick L. Beach

440 High Orchard Drive
Ann Arbor, MI 48105

10. 24 Frank Lloyd Wright Dr., Lobby L, 4th Fl., P.O. Box 544, Ann Arbor, MI 48106-0544
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

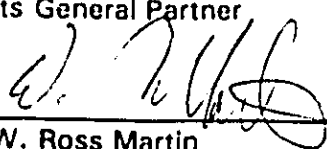
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 24 Frank Lloyd Wright Dr., Lobby L, 4th Fl., P.O. Box 544, Ann Arbor, MI 48106-0544
(Mailing Address of Limited Partnership)

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This 31st day of January, 1995.

By: Captec Franchise Capital Corporation II
Its General Partner

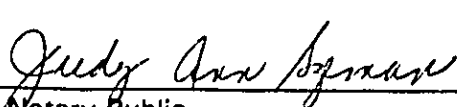
By: 
W. Ross Martin
Its Vice President

STATE OF MICHIGAN)
) ss.
COUNTY OF WASHTENAW)

THE FOREGOING instrument was acknowledged and sworn to before me this 31st day of January, 1995, by W. Ross Martin, Vice President of Captec Franchise Capital Corporation II, the General Partner of Captec Franchise Capital Partners L.P. II, a Delaware limited partnership, on behalf of the limited partnership.

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(SEAL)


Notary Public
State of Michigan, County of Washtenaw
My commission expires: July 16, 1999

JUDY ANN SZEMAN
Notary Public, Washtenaw County, MI
My Commission Expires July 16, 1999

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared W. Ross Martin, the Vice President of Captec Franchise Capital Corporation II, a General Partner of Captec Franchise Capital Partners L.P. II, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

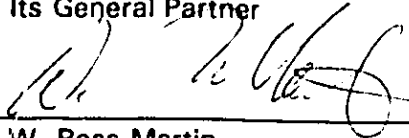
1. The amount of capital contributions of the limited partners is \$1,940,500.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$382,000.00.

This 31st day of January, 1995.

FURTHER AFFIANT SAYETH NOT.

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

By: Captec Franchise Capital Corporation II
Its General Partner

By: 
W. Ross Martin
Its: Vice President

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DIVISION OF CORPORATIONS
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STATE OF MICHIGAN
COUNTY OF WASHTENAW
DATE JANUARY 31, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared W. Ross Martin, the Vice President of Captec Franchise Capital Corporation II, the General Partner of Captec Franchise Capital Partners L.P. II, a Delaware limited partnership, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as Vice President of the General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of January, 1995.

Judy Ann Szeman
Notary Public

Seal

State of Michigan, County of Washtenaw
My commission expires: July 16, 1999

JUDY ANN SZEMAN
Notary Public, Washtenaw County, MI
My Commission Expires July 16, 1999

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FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra M. Mathum
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC 11 AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #

B95000000041

CAPTEC FRANCHISE CAPITAL PARTNERS LIMITED 96-AR
PARTNERSHIP II CM

Mailing Address

P.O. BOX 544
ANN ARBOR MI 48106-0544

Principal Office Address

C/O THE CORPORATION TRUST CENTER
1209 ORANGE STREET
WILMINGTON DE 19801

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA

02/07/1995

3a. Date of Last Report

4. State or Country of Formation

DE

5a. Capital Contributions as Shown
on Record

\$382,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number

38-3019164

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$8.75 Additional Fee required
for a Certificate of Status

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50

2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)

Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

LOTT, RICHARD I ESQ.
C/O MILLER, CANFIELD, ET AL
25 WEST CEDAR STREET, SUITE 500
PENSACOLA FL 32501

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite Apt # etc

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192 Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192 Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

CAPTEC FRANCHISE CAPITAL COR
BEACH, PATRICK L

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

24 FRANK LLOYD WRIGHT
440 HIGH ORCHARD DRIV

11b. City, State & Zip Code

ANN ARBOR MI 48108
ANN ARBOR MI 48105

11c. Registration/
Document Number

F85000000635

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620 Florida Statutes.

SIGNATURE

Patrick L Beach

DATE 11/29/95

Typed or Printed Name of General Partner Signing Form

PATRICK L BEACH

Telephone Number

CR2E003 (6/95)