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FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EDWARDS & ANGELL

DEPARTMENT OF STATE

250 ROYAL PALM WAY

STATE OF FLORIDA

PO BOX 3403

409 EAST GAINES STREET

PALM BEACH FL 33480-

TALLAHASSEE, FL 32399

CONTACT: REBECCA F BLACK

FAX: (904) 922-4000

PHONE: (407) 833-7700

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(((H96000003215)))

DOCUMENT TYPE: FOREIGN LIMITED PARTNERSHIP

NAME: ANTARES CAPITAL FUND II LIMITED PARTNERSHIP

FAX AUDIT NUMBER: H96000003215

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/06/1996

TIME REQUESTED: 14:23:04

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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03:00 03-06-96

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1986

EDWARDS & ANGELL
ATTN: REBECCA F. BLACK
250 ROYAL PALM WAY, P. O. BOX 3403
PALM BEACH, FL 33480

SUBJECT: ANTARES CAPITAL FUND II LIMITED PARTNERSHIP
REF: W96000005057

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 620.108, Florida Statutes, requires the certificate include the names and street addresses of the general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning
Corporate Specialist

FAX Aud. #: H96000003215
Letter Number: 296A00010207

See attached.

12:11 PM 3-7-86

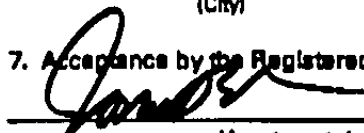
(3)

FAX AUDIT #H96000003215

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA1. Antares Capital Fund II Limited Partnership
(Name of limited partnership as it is in the home state)2. _____
(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. February 28, 1996
(State of Formation) (Date of Formation)5. Jonathan E. Cole
(Name of Registered Agent for Service of Process)6. c/o Edwards & Angell, 250 Royal Palm Way
(Street Address of Registered Office)Palm Beach, Florida 33480
(City) (Zip Code)

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


(Agent must sign on this line)
The Prentice Hall Corporation System, Inc.
32 Lockerman Square, Suite L-100, Dover, Delaware

(Address of registered office required in state of formation or, if not required, address of principal office)

8. NAMES OF GENERAL PARTNERS

SPECIFIC ADDRESS

Antares Capital Partners II, Inc. 121600001627PO Box 41073010270 S. Tropical TrailMelbourne, FL 32941Merritt Island FL 3295210. At the office of the General Partner

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

FAX AUDIT #H96000003215

Jonathan E. Cole
Florida Bar No.: 335622
Edwards & Angell
250 Royal Palm Way
Palm Beach, FL 33480
407-833-7700

FAX AUDIT #H96000003215

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

12. Same as General Partner
(Mailing Address of Limited Partnership)

The 20th day of February, 19 96.

[Signature]
General Partner
Randall E. Polinar, President of Antares Capital Partners II, Inc.
General Partner

STATE OF FLORIDA

COUNTY OF ~~DADE~~ Pinellas

THE FOREGOING instrument was acknowledged and sworn to before me this 22th day
of February, 19 96, by Randall E. Polinar, President of Antares Capital Partners II, Inc., General Partner of
(Name of General Partner)
Antares Capital Fund II Limited Partnership Delaware
(Name of Limited Partnership)

Limited Partnership.

[Signature]
Notary Public

State of Florida at Large

(SEAL)

My Commission Expires:



FAX AUDIT #H96000003215

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared Randall E. Poliner, President of Antares Capital Partners II, Inc., a general partner of Antares Capital Fund II, a (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ -0-.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ -0-.

This 20th day of February, 19 96.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

ANTARES CAPITAL PARTNERS II, INC.

By: [Signature]
General Partner
Randall E. Poliner, President

State of FLORIDA
County of Pinellas
Date 2-20-96

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 Randall E. Poliner, President of Antares Capital Partners II, Inc. (General Partner), 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 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 20th day of February, 19 96.

[Signature]
Notary Public

Seal

State of Florida at Large

My commission expires:



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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANTARES CAPITAL FUND II LIMITED PARTNERSHIP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1996.



Edward J. Freel

Edward J. Freel, Secretary of State

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FAX AUDIT #H96000003215

AUTHENTICATION:

7845633

DATE:

02-28-96