

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -8 PM 3:27

1. Name of Limited Partnership

1a. DOCUMENT #
B96000000089



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ANTARES CAPITAL FUND II LIMITED PARTNERSHIP

Mailing Address

Principal Office Address

**10270 S. TROPICAL TRAIL
MERRITT ISLAND FL 32962**

**THE PRENTICE HALL CORPORATION SYSTEM, INC.
32 LOCKERMAN SQUARE, STE. L-100
DOVER DE**

3. Date Formed or Registered

03/06/1996

5a. Capital Contributions as Shown on record.

\$0.00

3a. Date of Last Report

5b. Amount of Capital Contributions in FLORIDA to date:

4. State or Country of Formation

DE

2. Mailing Address

P. O. Box 410730

2a. Principal Office Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

6. FEI Number

59-3367998

Applied For
 Not Applicable

City & State

MELBOURNE, FL

City & State

7. Certificate of Status Desired

\$8.75 Additional Fee Required

Zip

Country

32941

Zip

Country

8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent

**• COLE, JONATHAN E
• C/O EDWARDS & ANGELL
250 ROYAL PALM WAY
PALM BEACH FL 33480**

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
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

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

ANTARES CAPITAL PARTNERS II,

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

10270 S. TROPICAL TRA

11b. City, State & Zip Code

MERRITT ISLAND FL 329

11c. Registration/Document Number

P960000/1887

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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

ANTARES CAPITAL PARTNERS II, INC. BY *[Signature]*

DATE

DECEMBER 30, 1996

Typed or Printed Name of General Partner Signing Form

ANTARES CAPITAL PARTNERS II, INC. BY R.E. POLINER

Daytime Telephone Number

(407) 777-4884

CR2E003 (6/96)