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F960000000661

CT CORPORATION SYSTEM

Registrator's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100001713551

-02/13/96--01096--002

****122.50 ****122.50

100001713551

-02/13/96--01096--003

****1200.00 ****1200.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Capricorn Partners, Inc.

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☐ NonProfit
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☐ Limited Partnership
☐ Notstatement

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of H.A.
☐ Fict. Name

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Director
Verifier
Acknowledgment
W.P. Verifier

CH2E031 (1-89)

2-5-96

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FILE

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Capricorn Partners, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 59-3338529
(FEI number, if applicable)
4. September 8, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. October 12, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.154, F.S.))
7. 840 First National Plaza, 100 W. Kennedy Blvd.
Tampa, FL 33602
(Current mailing address)
8. To serve as the general partner of a small business investment corporation
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: David A. Schlaifer
Office Address: 840 First National Plaza
100 W. Kennedy Blvd.
Tampa, Florida, 33602
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)
David A. Schlaifer

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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A. DIRECTORS

Director

~~Chairman~~

David A. Schlaifer
840 First National Plaza
100 W. Kennedy Blvd.
Tampa, FL 33602

Vice Chairman:

Address:

Director: Patrick R. Enthoven

Address: 913 Park Lane
Santa Barbara, CA 93013

Director: Geoff E. Snelgar

Address: 53 Main St.
Johannesburg, South Africa 2000

B. OFFICERS

President: David A. Schlaifer

Address: 840 First National Plaza
100 W. Kennedy Blvd.
Tampa, FL 33602

Vice President:

Address:

Secretary: Patrick R. Enthoven

Address:


Treasurer: David A. Schlaifer

Address: 840 First National Plaza
100 W. Kennedy Blvd.

Tampa, FL 33602

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

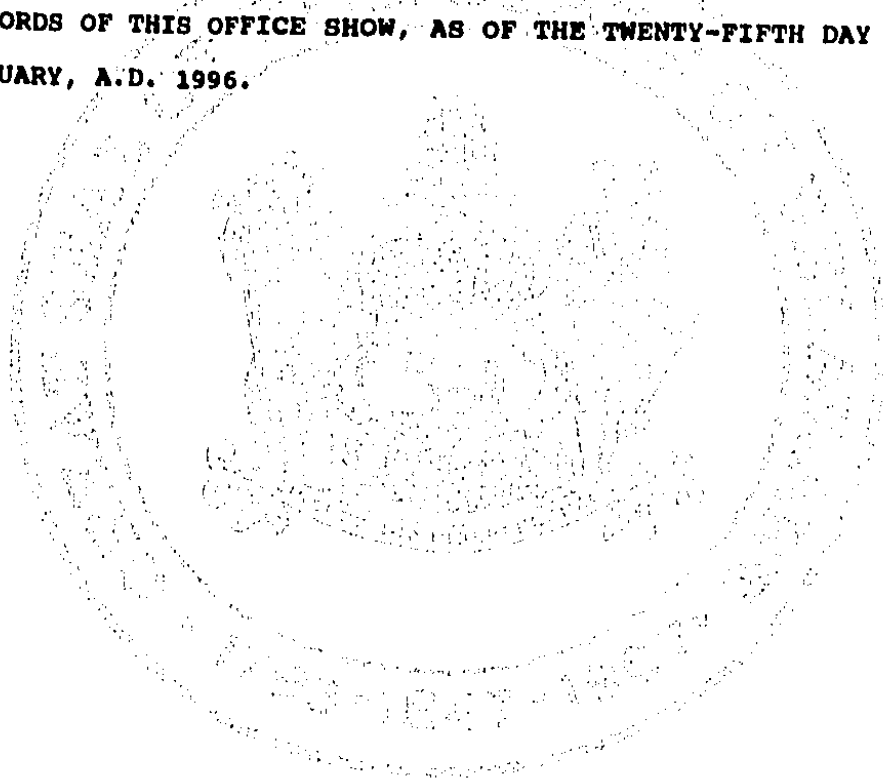
14.

DAVID A SCHLAIFER, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPRICORN PARTNERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JANUARY, A.D. 1996.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7804460

DATE: 01-25-96