

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086



P95000024317

ACCOUNT NO. : 072100000032

REFERENCE : 566451 86901Q

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 27, 1995

ORDER TIME : 11:09 AM

ORDER NO. : 566451

CUSTOMER NO: 86901Q

800001444208  
-03/30/95--01087--015  
\*\*\*122.50 \*\*\*122.50

CUSTOMER: Ms. Gina Hardin - 86901q  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES, INC.  
1 Biscayne Tower  
2 South Biscayne Blvd, #1810  
Miami, FL 33131

DOMESTIC FILING

NAME: TRIVEST II, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

T. BROWN MAR 27 1995

FILED  
95 MAR 27 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TRIVEST II, INC.

FILED  
95 MAR 27 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is TRIVEST II, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 2665 South Bayshore Drive, Suite 800, City of Miami, County of Dade, State of Florida 33133, and the name of its initial registered agent at such office is Peter W. Klein.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.


#### ARTICLE VII

The name of the Incorporator is Marilyn D. Kuffner, and the address of the Incorporator is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

#### ARTICLE VIII

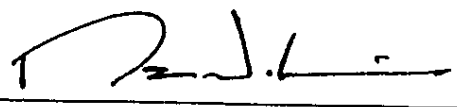
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 24 day of March, 1995.

  
Marilyn D. Kuffner, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TRIVEST II, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
Peter W. Klein

Dated: March 24, 1995

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 224-1232

RE: TRIVEST II, INC. No. 52260**P95000024317**NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

Capital Corp. \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
Corp. Record Search \_\_\_\_\_  
Ltd. Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
☒ ( ) Cert. Copy(s) \_\_\_\_\_☒ Art. of Amend. File \_\_\_\_\_  
Dissolution/Withdrawal \_\_\_\_\_  
C U S \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_Name Reservation \_\_\_\_\_  
Annual Report/Reinstatement \_\_\_\_\_  
Reg. Agent Service \_\_\_\_\_  
Document Filing \_\_\_\_\_Corporate Kit \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
Document Retrieval \_\_\_\_\_UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
File No.'s, Copies \_\_\_\_\_Courier Service \_\_\_\_\_  
Shipping/Handling \_\_\_\_\_  
Phone ( ) \_\_\_\_\_Top Priority \_\_\_\_\_  
Express Mail Prep. \_\_\_\_\_  
FAX ( ) \_\_\_\_\_ pgs.

SUBTOTALS \_\_\_\_\_

REQUEST \_\_\_\_\_ TAKEN \_\_\_\_\_ CONFIRMED \_\_\_\_\_ APPROVED \_\_\_\_\_  
DATE \_\_\_\_\_  
TIME NC CK No. \_\_\_\_\_  
BY NCWALK-IN 12/28 12:00  
Will Pick Up \_\_\_\_\_FEE \_\_\_\_\_ \$ \_\_\_\_\_  
DISBURSED \_\_\_\_\_ \$ \_\_\_\_\_  
SURCHARGE 12/28 \$ \_\_\_\_\_  
TAX on corporate supplies \_\_\_\_\_ \$ \_\_\_\_\_  
SUBTOTAL \_\_\_\_\_ \$ \_\_\_\_\_  
PREPAID \_\_\_\_\_ \$ \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_ \$ \_\_\_\_\_Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.THANK YOU  
from  
Your Capital Connection

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TRIVEST II, INC.**

**FILED**  
95 DEC 28 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is TRIVEST II, INC. (the "Corporation"), Charter No. P95000024317, filed on March 27, 1995.

2. The following Amendment to the Articles of Incorporation was adopted by the sole shareholder and all of the Directors of the Corporation on December 26, 1995, in the manner prescribed by §607.1003 of the Florida Business Corporation Act;

**RESOLVED**, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

**ARTICLE I**

The name of the Corporation is TRIVEST EQUITIES, INC. (hereinafter called the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the Vice President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of Trivest II, Inc. this 26th day of December, 1995.

TRIVEST II, INC., a Florida corporation

BY: \_\_\_\_\_

Peter W. Klein, Vice President