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ACCOUNT NO. : 072100000032
REFERENCE : 099487 4371937

AUTHORIZATION :

COST LIMIT \$ 253.75

Patricia Pyzik

ORDER DATE : September 26, 1996
ORDER TIME : 10:47 AM
ORDER NO. : 099487
CUSTOMER NO: 4371937

000001957760

CUSTOMER: Marilyn Kuffner, Legal Asst
TRIVEST, INC.
2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

*File
1st*

DOMESTIC FILING

NAME: TRIVEST PRINCIPALS FUND. II,
INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY (3)
 PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING (3)

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

AM/ab/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 26 PM 3:19
RECEIVED
96 SEP 26 PM 2:16
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
TRIVEST PRINCIPALS FUND II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 P11 3: 19

ARTICLE I

The name of this corporation is TRIVEST PRINCIPALS FUND 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

This Corporation is authorized to issue an aggregate total of One Thousand (1,000) shares, all of which shall be designated Common Stock, having a par value of \$.01 per share.

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, Count of Dade, State of Florida 33133 and the name of its initial registered agent at such office is Peter W. Klein.

ARTICLE VI

The Corporation's Board 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 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 25th day of September, 1996.


Marilyn D. Kuffner, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TRIVEST PRINCIPALS FUND 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: September 25, 1996

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