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ACCOUNT NO. : 072100000032

REFERENCE: 099487 4371937

AUTHORIZATION :

COST LIMIT \$ 253 75

ORDER DATE: September 26, 1996

ORDER TIME : 10:47 AM

ORDER NO. : 099487

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Asst

TRIVEST, INC.

2665 S. Bayshore Drive

Suite #800"

Miami, FL 33133

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)

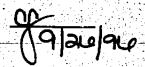
CONTACT PERSON: Andrea C. Mabry

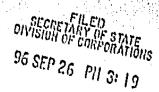
EXAMINER'S INITIALS:

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SEGNETARY OF STATE STATE

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# ARTICLES OF INCORPORATION OF TRIVEST PRINCIPALS FUND II, INC.

# **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, 1998.

Marilyn P. 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

SECRETARY OF STATE VISION OF CORPORATION