

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000080044

1. Corporation Name

TRIVEST PRINCIPALS FUND II, INC.

Principal Place of Business

2665 SOUTH BAYSHORE DRIVE #800
MIAMI FL 33133

Mailing Address

2665 SOUTH BAYSHORE DRIVE #800
MIAMI FL 33133

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

9. Name and Address of Current Registered Agent

KLEIN, PETER W
2665 SOUTH BAYSHORE DRIVE #800
MIAMI FL 33133

30
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation 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 the corporation's board of directors. Thereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and his or her applicable

(NOTE: Registered Agent's signature is required for all changes.)

(Date)

12. OFFICERS AND DIRECTORS

TITLE	SVP	[] DELETE
NAME	KACZYNSKI, WILLIAM F	
STREET ADDRESS	2665 S BAYSHORE DRIVE 8TH FLOOR	
CITY-STATE-ZIP	MIAMI FL	
TITLE	SVP	[] DELETE
NAME	MCDOWELL, DEREK A	
STREET ADDRESS	2665 S BAYSHORE DR STE 800	
CITY-STATE-ZIP	MIAMI FL	
TITLE	DPCE	[] DELETE
NAME	POWELL, EARL W.	
STREET ADDRESS	2665 S BAYSHORE DR STE 800	
CITY-STATE-ZIP	MIAMI FL	
TITLE	SVPS	[] DELETE
NAME	KLEIN, PETER W.	
STREET ADDRESS	2665 S BAYSHORE DR STE 800	
CITY-STATE-ZIP	MIAMI FL	
TITLE	VPT / CFO	[] DELETE
NAME	ANDERSON, B. JAY	
STREET ADDRESS	2665 S BAYSHORE DR STE 800	
CITY-STATE-ZIP	MIAMI FL	
TITLE	AS	[] DELETE
NAME	KRFFNER, MARILYN D.	
STREET ADDRESS	2665 S BAYSHORE DR STE 800	
CITY-STATE-ZIP	MIAMI FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	COB/D	[] Change	[] Addition
12 NAME	Phillip T. George MD		
13 STREET ADDRESS	2665 S. Bayshore Dr.		
14 CITY-STATE-ZIP	Miami FL		
21 TITLE	AS	[] Change	[] Addition
22 NAME	Jon E. Elias		
23 STREET ADDRESS	2665 S. BAYSHORE DR.		
24 CITY-STATE-ZIP	Miami FL		
31 TITLE		[] Change	[] Addition
32 NAME			
33 STREET ADDRESS			
34 CITY-STATE-ZIP		[] Change	[] Addition
41 TITLE			
42 NAME			
43 STREET ADDRESS			
44 CITY-STATE-ZIP		[] Change	[] Addition
51 TITLE			
52 NAME			
53 STREET ADDRESS			
54 CITY-STATE-ZIP		[] Change	[] Addition
61 TITLE			
62 NAME			
63 STREET ADDRESS			
64 CITY-STATE-ZIP			

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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(a) Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on any appointment with an address, with all other like empowered.

SIGNATURE:

[Signature]
SIGNATURE, TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
MARILYN D. KRFFNER

2-22-99
Asst. Sec.

305-858-2200
Date of Signature

FILED

99 FEB 23 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

09/26/1996

4. FEI Number

65-0696618

Applied For
Not Applicable

5. Certificate of Status Desired []

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution []

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax [] Yes [] No

10. Name and Address of New Registered Agent

FL 85 Zip Code

0193113

CR2E034 (11/98)

Directors, Officers Report

Trivest Principals Fund II, Inc.

February 18, 1999

DIRECTORS

Earl W. Powell Director
Effective: September 26, 1996

Phillip T. George, M.D. Director
Effective: September 26, 1996

OFFICERS

Earl W. Powell President
Effective: September 26, 1996

Effective: September 26, 1996 Chief Executive Officer

Phillip T. George, M.D. Chairman of the Board
Effective: September 26, 1996

Peter W. Klein Senior Vice President
Effective: September 26, 1996

Effective: September 26, 1996 Secretary

Effective: May 04, 1998 Managing Director

William F. Kaczynski, Jr. Senior Vice President
Effective: April 01, 1998

Derek A. McDowell Senior Vice President
Effective: April 01, 1998

Troy D. Templeton Senior Vice President
Effective: October 15, 1997

B. Jay Anderson Vice President
Effective: September 26, 1996

Effective: September 26, 1996 Treasurer

Effective: September 26, 1996 Chief Financial Officer

Marilyn D. Kuffner Assistant Secretary

Trivest Principals Fund II, Inc.

3

Effective: September 26, 1996

Jon Edward Elias

Assistant Secretary

Effective: May 04, 1998



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ACCOUNT NO. : 072100000032

REFERENCE : 144381 4371937

AUTHORIZATION :

Patricia Pijut

COST LIMIT : \$ ~~250.00~~ 147.50

ORDER DATE : February 23, 1999

ORDER TIME : 1:58 PM

ORDER NO. : 144381-005

CUSTOMER NO: 4371937

CUSTOMER: Ms. Esther S. Hellwig
Trivest, Inc.
2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

ANNUAL REPORT FILING

NAME: TRIVEST PRINCIPALS FUND II,
INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
DIVISION OF CORPORATION
59 FEB 23 PM 3:15