

Document Number Only

B95000000 234

RECEIVED
95 JUN 27 AM 11:49
DIVISION OF CORPORATION
95 JUN 27 PM 1:14
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CT CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

The Dolphin Capital Fund Limited Partnership

100001527761
-06/30/95--01004--015
*****87 50 *****87 50

- Profit
- NonProfit
- Limited Liability Company
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of H.A.
- Certified Copy
- Photo Copies
- fictitious name f
- CUS
- Call When Ready
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- Call # Problem
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- Will Wait
- Pick Up

4/27/95

Name Availability	PK
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

10-27
3pm

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C. TAX FILING	52.50	C. TAX FILING	
R. AGENT FEE	35.00	R. AGENT FEE	
C. COPY		C. COPY	
TOTAL	87.50	TOTAL	
N. BANK		N. BANK	
BALANCE DUE		BALANCE DUE	
FEIND		FEIND	

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. THE DOLPHIN CAPITAL FUND LIMITED PARTNERSHIP
(Name of limited partnership as it is in the home state;

2. _____
(If name is unavailable, name under which the limited partnership proposes to register to transact business in Florida; must contain the word "LIMITED" or "LTD.")

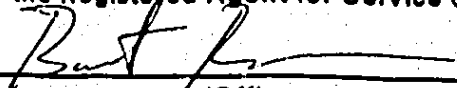
3. Delaware 4. June 29, 1995
(State of Formation) (Date of Formation)

5. Bartholomew P. Bacon
(Name of Registered Agent for Service of Process)

6. 12232 North 56th Street
(Street Address of Registered Office)

Tampa, Florida 33617
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.


(Officer must sign on this line)

Bartholomew P. Bacon
(Type Name and Title of Officer)

8. 1209 Orange Street, Wilmington, Delaware 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS

Dolphin Capital Management, Inc. 12232 North 56th Street
894 00006110 Tampa, Florida 33617

10. 12232 North 56th Street, Tampa, Florida 33617
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 12232 North 56th Street, Tampa, Florida 33617
(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
CORPORATIONS
JUN 27 11:11 AM '95

This 24th day of June, 19 95

DOLPHIN CAPITAL MANAGEMENT, INC.

[Signature]
General Partner

Bartholomew P. Bacon, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 27 PM 1:14

STATE OF Florida

COUNTY OF Hillsborough

THE FOREGOING instrument was acknowledged and sworn to before me this 24th day of June, 19 95, by Bartholomew P. Bacon, President of (Name of General Partner) of DOLPHIN CAPITAL MANAGEMENT, INC.

The Dolphin Capital Fund Limited Partnership
(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature]
Notary Public
State of Florida at Large

(SEAL)

My Commission Expires:



JO ANNA PYLE
My Comm Exp. 7/12/98
Bonded By Service Inc
No. C991234
 Florida State Notary

FLA DL B255 075 59 2030

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Bartholomew P. Bacon, President of
general partner of The Dolphin Capital Fund Limited, a (an)
Delaware, limited partnership, hereinafter referred to as the "Partnership", who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1.00.

This 24th day of June, 19 95.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner
DOLPHIN CAPITAL MANAGEMENT, INC.
By: [Signature]
Bartholomew P. Bacon, President

STATE OF Florida
COUNTY OF Hillsborough
DATE June 24, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Bartholomew P. Bacon (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of June, 19 95.

[Signature]
Notary Public

Seal

State of Florida at Large
My Commission Expires:



JO ANNA PYLE
My Comm Exp. 7/12/98
Bonded By Service Inc
No. C391824
Notary Public

FILED STATE
SECRETARY OF CORPORATIONS
JUN 27 PM 1:14
95

B95000000234

C T CORPORATION SYSTEM

(Requestor's Name)

(Address)

TALLAHASSEE, FL

(City, State, Zip) (Phone #)

OFFICE USE ONLY

800001587948
-09/19/95--01054--022
*****52.50 *****52.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. THE DOLPHIN CAPITAL FUND LIMITED PARTNERSHIP
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 13 11:46 AM '95

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 13 PM 3:46

9/13/95
1995

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

Examiner's Initials 1995

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

The undersigned general partners of The Dolphin Capital Fund Limited Partnership, a (d/f) Delaware limited partnership, executed this supplemental affidavit filed pursuant to section 620.176, Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the purpose of transacting business in Florida is \$ 1,000.

This 7th day of September, 19 95.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the following and that the facts are true, to the best of my knowledge and belief.

General Partner
DOLPHIN CAPITAL MANAGEMENT, INC.

By:


Bartholomew P. Bacon
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 SEP 13 PM 3:16

Document Number Only

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-03/19/95--01054--021
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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP 13 PM 3:46

AGENT FEE 52.50
COPY
TOTAL 52.50
BANK
BALANCE DUE
REFUND
The Delphid Capital Fund Limited Partnership

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- W/M Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS/ G/S
- After 4:30
- Pick Up

BK 9/13/95

Name
Available
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00
9-13-95

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CR2E031 (1-89)

CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF

FILED
SECRETARY OF CORPORATIONS
DIVISION
95 SEP 13 PM 3:46

The Dolphin Capital Fund Limited Partnership
(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173 Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:
the registered office, address of office where names, addresses and contributions of Limited Partners are kept, mailing address of the Limited Partnership and address of the general partner are all changed to: 8875 Hidden River Parkway, Tampa, FL 33637

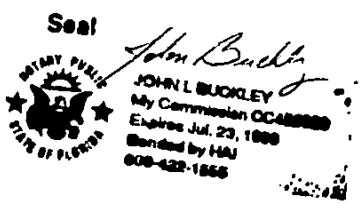
By: *Bartholomew P. Bacon*
(Signature of a General Partner)
Bartholomew P. Bacon
(Typed or printed name of General Partner signing above)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 8th day of September, 19 95, Bartholomew P. Bacon personally appeared before me,
 who is personally known to me
 whose identity I proved on the basis of

John L. Buckley
(Notary Public Signature)
John L. Buckley
(Notary's Printed Name)

My Commission Expires: July 23, 1999

Seal

JOHN L. BUCKLEY
My Commission OC48888
Expires Jul. 23, 1999
Bonded by HAI
808-422-1555

B95000000234



DOLPHIN CAPITAL MANAGEMENT INC.

8875 Hidden River Parkway
Suite 220
Tampa, Florida 33637
TEL. 813.979.6000
FAX 813.975.9562

January 27, 1997

Division of Corporations
Attn: Director, Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

600002080886--5
-02/07/97--01002--007
***1750.00 ***1750.00

Dear Sir/Madam:

Please find enclosed the 1997 Limited Partner Annual Report filing for The Dolphin Capital Fund Limited Partnership, Document# B9500000234. This filing includes an updated and executed 1997 Limited Partnership Annual Report ("AR"), a Supplement Affidavit of Capital Contributions for a Foreign Limited Partnership updating section 5(a) of the AR, and 4 separate checks to cover the following fees associated with such filing:

1997 Filing fee (\$7 per \$1000 on amt. in section 5(b) of AR):	\$410.62
Supplemental affidavit fee (at the stated maximum):	\$1,750.00
Supplemental filing fee:	\$138.75
Certificate of Status fee:	\$8.75
TOTAL:	\$2,308.12

FILED
97 JAN 31 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Although the deadline for filing the AR was December 31, 1996, we have been granted a 90-day extension of deadline by the office of Sandra Morham, Florida Secretary of State. Please contact Christina Collins, Assistant to the Secretary of State, to verify such extension as necessary.

Please acknowledge your receipt of the enclosed materials by stamping the extra copy of this letter and returning it to Dolphin Capital Management Inc. in the self-addressed and stamped envelope, which is also enclosed.

If you have any questions or require further information, please contact Charles Moses at the

Name Availability	Sincerely, DCC
Document Examiner	
Updater	
Updater City	
Updater State	

[Signature]
Bartholomew P. Bacon
President, Dolphin Capital Management Inc.
General Partner of The Dolphin Capital Fund Limited Partnership

increasing to \$50,000,000

C. TAX FILING	1,750.00
R. AGENCY FEE	
C. COPY	
N. BANK BALANCE DUE	
REFUND	

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FOREIGN LIMITED PARTNERSHIP**


The undersigned General Partner of The Dolphin Capital Fund Limited Partnership, a Delaware limited partnership, executed this supplemental affidavit file pursuant to section 620.176, Florida Statutes. The total anticipated amount of the capital contributions of the limited partners that may be allocated for the purpose of transacting business in Florida is \$50,000,000.

Pursuant to section 620.182(4), Florida Statutes, accompanying this affidavit is a check in the amount of \$1,750.00.

This 27th day of January, 1997.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.



Bartholomew P. Bacon
President, Dolphin Capital Management Inc.
General Partner of The Dolphin Capital Fund Limited Partnership

FILED
97 JAN 31 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

**LIMITED PARTNERSHIP
ANNUAL REPORT
1996**



FLORIDA DEPARTMENT OF STATE
Sandra McPherson
Secretary of State
DIVISION OF CORPORATIONS

FILED
835 OCT -2 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership
THE DOLPHIN CAPITAL FUND LIMITED PARTNERSHIP

1a. DOCUMENT #
B95000000234

Mailing Address
**12222 NORTH 20TH STREET
TAMPA FL 33617**

Principal Office Address
**1200 ORANGE STREET
WILMINGTON DE 19801**

2. New Mailing Address (If Applicable)
**8875 Hidden River Parkway
Suite, Apt. #, etc. SUITE 220
Tampa, FL 33637**

2a. New Principal Office (If Applicable)
**8875 Hidden River Parkway
Suite, Apt. #, etc. SUITE 220
Tampa, FL 33637**

3. Date Formed or Registered to Do Business in FLORIDA
04/27/1985

3a. Date of Last Report

4. State or Country of Formation
DE

5a. Capital Contributions as Shown on Record
\$1.00

5b. Amount of Capital Contributions in FLORIDA to date
1,000.00

6. FEI Number

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum of \$52.50 and a maximum of \$52.50 and a maximum of \$138.75.
2.) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$578.25 (\$437.50 + \$138.75).
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate fee of \$200.00.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent
**BACON, BARTHOLOMEW P
12222 NORTH 20TH STREET
TAMPA FL 33617**

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
**8875 Hidden River Parkway
Suite, Apt. #, etc. SUITE 220
Tampa**
City, State & Zip
FL 33637

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) **Bart P. Bacon** DATE **5/22/1995**

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)
DOLPHIN CAPITAL MANAGEMENT,

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)
**12222 NORTH 20TH STREET
8875 Hidden River Parkway
Suite 220**

11b. City, State & Zip Code
TAMPA FL 33617 33637

11c. Registry/Document Number
FD00000110

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information applied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, partner or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE - **Bart P. Bacon** DATE **5/29, 1995**
Typed or Printed Name of General Partner Signing Form **Bartolomeo P. Bacon** Telephone Number **(813) 977-6000**

CR2E003 (6/85)