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12/05/94 PLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET 11:42 NM (((H94000011615))) TO: DIVISION OF CORPORATIONS PROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & DEPARTMENT OF STATE STATE OF FLORIDA 409 EAST GAINES STREET 200 8 BISCAYNE BLVD 2500 SE FINANCIAL CENTER MTAMI FL 33133-2336 TALLAHASSEB, FL 32399 CONTACT: KENDALL PAX: (904) 922-4000 SPARKMAN PHONE: (305) 374-7580 FAX: (305) 374-7593 (((1194000011615))) DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP NAME: CENTRES GROUP, LTD. FAX AUDIT NUMBER: H94000011615 CURRENT STATUS: REQUESTED DATE REQUESTED: 12/05/1994 TIME REQUESTED: 11:42:35 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 3 ESTIMATED CHARGE: \$157.50 METHOD OF DELIVERY: FAX ACCOUNT NUMBER: 075350000132 Note: Planse print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document. (((H94000011615))) ** ENTER 'M' FOR MENU. ** ENTER SELECTION AND <CR>: Alt-Z FOR HELP ANSI ° FDX ° 9600 E71 ° LOG CLOSED ° PRINT ON ° ON-LINE 12/05/94 FLORIDA DIVISION OF CORPORATIONS 11:42 AM PUBLIC ACCESS SYSTEM

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Fax Audit No. 1194-11615

CERTIFICATE OF LIMITED PARTNERSHIP OF CENTRES GROUP, LTD.

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620,101 to 620,192, Florida Statutes, as amended, hereby states as follows:

- 1. The name of the limited partnership is CENTRES GROUP, LTD., a Florida limited partnership (the "Limited Partnership").
 - 2. The address of the registered office of the Limited Partnership is:

1390 South Dixic Highway, Suite 1304 Coral Gables, Florida 33146.

3. The name and address of the agent for service of process required to be maintained by Spection 620.105, Florida Statutes, as amended, is:

Centres Group, Inc. 1390 South Dixie Highway, Suite 1304 Coral Gables, Florida 33146.

4. The name and business address of the sole general partner of the Limited Partnership is:

Centres Group, Inc.
3315 North 124th Street, Suite E
Brookfield, Wisconsin 53005.

P94- 85301

5. The mailing address for the Limited Partnership is:

3315 North 124th Street, Suite E Brookfield, Wisconsin 53005.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

This lastrament prepared by:
Richard M. Goldstein, Esquire
Florids Bar No. 389817
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

Fax Audit No. 1194. 11615

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 16th day of January, 1995.

CENTRES GROUP, INC., a Florida corporation

Kenneth B. Karl, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of CENTRES GROUP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for CENTRES GROUP, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: January 8, 1995

CENTRES GROUP, INC., a Florida corporation

For Audit No. 1194. 11615

AFFUAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)	
)	SS
COUNTY OF DADE)	

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgements in and for the State and County aforesaid, personally appeared Kenneth B. Karl, as President of CENTRES GROUP, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of CENTRES GROUP, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

- 1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.
- 2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$10,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.
- 3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

Kenneth B. Karl

of January 1995, by Kenneth B. Karl, as President of CENTRES GROUP, INC., a Florida corporation, on behalf of such corporation. Such individual is personally known to me or has produced a driver's liceuse as identification.

My Commission Expires:

[NOTARIAL SEAL]

OFF CIAL NOTARY SEAL
THOMAS KENDALL SPARKMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC140305
NOTARISSION EXP. SEPT. 2, 1995

Print Name:

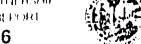
NOTARY PUBLIC, State of Florida

Scrial No., if any:

THOMAS KENDALL SPARKMAN
NOTARY PUBLIC STATE OF FLORIDA
SERIAL NO. CC140306

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

UMITED PARTNERSHIP



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9. Name and Address of Current Registered Agent CENTRES GROUP, INO. 1390-SOUTH-DIXIE-HWY., SUITE-1304 CORAL GABLES-FL 03148 100. Paparation the previous of such or, (25) the fland task top: Floreta database for the perparation of changing its registered offs a carring stered agent is fall agent from familiar with and according to call the claration of section by the forest translation of section by the forest translation of section by the control of section by the forest translation of section by the section of section by the forest translation of section by the section of section by the section of section by the section of section by the section			· Le Statistic	200 Sade Apt I Suite Suite Lay Miam decoded parter ata Sach San	ins (f) o li S. Bi o ele e. 250 i	FL 33131-2336				ement stetred
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SIGNATURE

Centres Group, Ltd. - Florida Limited Partnership 414-781-8760

By: Centres Group Inc. a Florida Corporation

Minute M. Dennis Servetory

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