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JAN 10 '95 04:17:11 RUBIN DAUM LEVIN

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12/05/94

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: RUBIN DAUM LEVIN CONSTANT FRIEDMAN &

DEPARTMENT OF STATE

200 S. MISCAYNE BLVD

STATE OF FLORIDA

2500 SE FINANCIAL CENTER

409 EAST GAINES STREET

MIAMI FL 33131-2336

TALLAHASSEE, FL 32399

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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

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Fax Audit No. H94-11615

**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 Dixie Highway, Suite 1304
Coral Gables, Florida 33146.

3. The name and address of the agent for service of process required to be maintained by Section 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.

994 - 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 instrument prepared by:
Richard M. Goldstein, Esquire
Florida Bar No. 389617
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

[Handwritten notes and stamps]

Fax Audit No. H94-11615

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 18th day of January, 1995.

CENTRES GROUP, INC., a Florida corporation

By:


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 18, 1995

CENTRES GROUP, INC., a Florida corporation

By:


Kenneth B. Karl, President

Fax Audit No. H94. 11615

AFFIDAVIT 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.

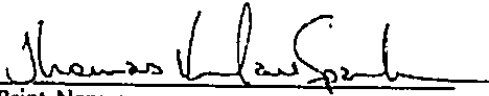

 Kenneth B. Karl

✓ THE FOREGOING INSTRUMENT was sworn to and subscribed before me this 18th day 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 license as identification.

My Commission Expires:

[NOTARIAL SEAL.]

OFFICIAL NOTARY SEAL
 THOMAS KENDALL SPARKMAN
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. CC140306
 MY COMMISSION EXP. SEPT. 2, 1995


 Print Name: _____
 NOTARY PUBLIC, State of Florida
 Serial No., if any: _____

THOMAS KENDALL SPARKMAN Fax Audit No. H94. 11615
 NOTARY PUBLIC STATE OF FLORIDA
 SERIAL NO. CC140306

