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9/13/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: HILL, WARD & HENDERSON, P.A.

DEPARTMENT OF STATE

101 E KENNEDY BLVD

STATE OF FLORIDA

SUITE 3700

409 EAST GAINES STREET

TAMPA FL 33602-516402-

TALLAHASSEE, FL 32399

CONTACT: BARBARA A MURPHY

FAX: (904) 922-4000

PHONE: (813) 221-3900

FAX: (813) 221-2900

((H95000010226))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: S-R PROPERTIES NO. 12, LIMITED PARTNERSHIP
FAX AUDIT NUMBER: H95000010226
DATE REQUESTED: 09/13/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$140.00
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TIME REQUESTED: 15:21:07
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4 Pages

92:16 SEP 14 1995

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
S-B PROPERTIES NO. 12, LIMITED PARTNERSHIP

The undersigned parties, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, do hereby certify and swear as follows:

I. Name. The name of the partnership shall be:

S-B PROPERTIES NO. 12, LIMITED PARTNERSHIP

II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:

Stephen M. Hudoba, Esquire
Hill, Ward & Henderson, P.A.
101 East Kennedy Blvd., Suite 3700
Tampa FL 33602

III. General Partner. The name and addresses of the general partner of the limited partnership is as follows:

MAILING ADDRESS: *R32181*
Schmidt Investments Limited Partnership
c/o Robert E. Schmidt, Jr., GP
P.O. Box 27283
Milwaukee WI 27283

STREET ADDRESS:

3301 S. 100th Street
Milwaukee WI 53227

IV. Location of Principal Place of Business and Mailing Address. The limited partnership's principal place of business and mailing address shall be:

S-B PROPERTIES NO. 12, LIMITED PARTNERSHIP
c/o Corporate Development Corp.
4340 W. Hillsborough Avenue
Tampa FL 33614

V. Latest Dissolution Date. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2035.

Prepared by: Stephen M. Hudoba, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 507644

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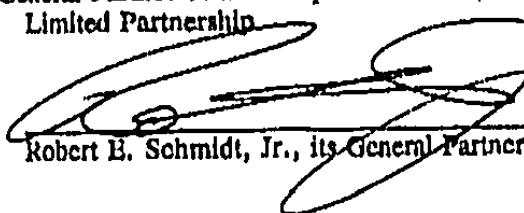
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IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 10th day of September, 1995.

Schmidt Investments Limited Partnership,
sole General Partner of S-B Properties No. 12,
Limited Partnership

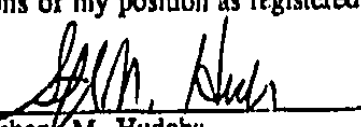
By:


Robert H. Schmidt, Jr., its General Partner

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DIVISION OF CORPORATIONS
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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated limited partnership I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Stephen M. Hudoba

Date:

September 10, 1995

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE THE UNDERSIGNED, personally appeared Robert E. Schmidt, Jr., in his capacity as General Partner of Schmidt Investments Limited Partnership, the general partner of S-B PROPERTIES NO. 12, LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

The amount of capital contributions to date of the limited partners of the Partnership is \$1.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1.00.

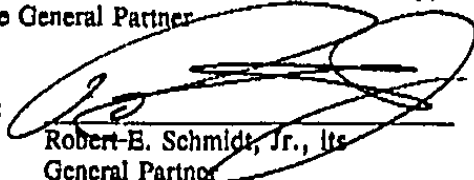
Under penalty of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

DATED this 10th day of September, 1995.

FURTHER AFFIANT SAYETH NOT.

Schmidt Investments Limited Partnership,
sole General Partner

By:


Robert E. Schmidt, Jr., Its
General Partner

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FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT

1996



FLORIDA DEPARTMENT OF STATE

Division of Corporations

Corporation, Partnership

CONSUMER PROTECTION DIVISION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of the partnership

1n. DOCUMENT #
A95000001369

S-B PROPERTIES NO. 12, LIMITED PARTNERSHIP

96-AR

Main Office: Boulder Venture, Inc. *CORPORATE DEVELOPMENT CORP
4340 W. HILLSBOROUGH AVENUE
TAMPA FL 33614

Main Office: Boulder Venture, Inc. *CORPORATE DEVELOPMENT CORP
4340 W. HILLSBOROUGH AVENUE
TAMPA FL 33614

2. 330 East Kilbourn Avenue

Suite 1454

Milwaukee, WI 53202

2n. 330 East Kilbourn Avenue

Suite 1454

Milwaukee, WI 53202

3. Date of formation or first filing
FLORIDA 09/14/1995

3n. Date of filing

4. State of incorporation
FL

5n. Filing fee
\$1.00

5b. Amount of capital contributed
FLORIDA \$100

6. Telephone
59-3339866

7. FILING FEE (FLORIDA STATUTE, CHAPTER 607)
\$1.00 Additional Fee required
\$4.00 for a Certificate of Status (607)

8. FEES: 1. Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5d if 14 days with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2. Supplemental Fee: \$130.25 (pursuant to Section 607.101, F.S.)
THE AMOUNT OF THE SUPPLEMENTAL FEE SHALL BE \$130.25 PER \$1,000 OF THE TOTAL CAPITAL CONTRIBUTED TO THE PARTNERSHIP.
NOTE: If the partnership is not a general partnership, the supplemental fee shall be \$130.25 per \$1,000 of the total capital contributed to the partnership.
MAKE CHECK PAYABLE TO THE FLORIDA DEPARTMENT OF STATE

9. Name and Address of Current Registered Agent

HUDOBA, STEPHEN M ESQUIRE
HILL, WARD & HENDERSON, P.A.
101 EAST KENNEDY BLVD., SUITE 3700
TAMPA FL 33602

10. Registered Agent (Required Agent)

Name
Address (City, State, Zip Code)

City, State, Zip Code

City, State, Zip Code

City, State, Zip Code

FL Zip Code

10a. Pursuant to the provisions of Sections 607.101 and 607.102, F.S., I, the undersigned, do hereby certify that the partnership is organized and registered under the laws of the State of Florida, and that the partnership is in good standing with the State of Florida, and that the partnership is in good standing with the State of Florida, and that the partnership is in good standing with the State of Florida.

SIGNATURE (Required Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name of General Partner

11a. Address of Each General Partner

11b. City, State & Zip Code

11c. Designated Partner

SCHMIDT INVESTMENTS LIMITED

%ROBERT E. SCHMIDT, J

MILWAUKEE WI 53227

A32131

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****191.25 ****191.25

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

12. Signature of General Partner

SIGNATURE

Robert E. Schmidt, III

3-28-96

414-271-5385

CRCE03 (11/95)