

**A96000000377**

2/22/96

FLORIDA DIVISION OF CORPORATIONS  
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(((H96000002571)))

## ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &amp;

DEPARTMENT OF STATE

200 S BISCAYNE BLVD

STATE OF FLORIDA

2500 SE FINANCIAL CENTER

409 EAST GAINES STREET

MIAMI FL 33131-233672-

TALLAHASSEE, FL 32399

CONTACT: KENDALL SPARKMAN

FAX: (904) 922-4000

PHONE: (305) 374-7580

FAX: (305) 350-2446

(((H96000002571)))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: CENTRES FLORIDA, LTD.

FAX AUDIT NUMBER: H96000002571 ~~Dawson~~ CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/22/1996

TIME REQUESTED: 13:50:27

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$148.75

ACCOUNT NUMBER: 075350000132

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\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND &lt;CR&gt;:

Name	KWM
Availability	
Document Examiner	KWM
Updater	KWM
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90:3 PM 22 FEB 96

SECRET

FILED  
96 FEB 26 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

226

Fax Audit No. H96-2571

FILED

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CENTRES DAWSON, LTD.**

96 FEB 26 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 DAWSON, 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 Dawson, 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 Dawson, Inc. - P-16000017170  
3315 North 124th Street, Suite E  
Brookfield, Wisconsin 53005.

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:*  
Brian L. Bilzin, Esquire  
Florida Bar No. 244252  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 First Union Financial Center  
Miami, Florida 33131-2338  
Telephone: 305-374-7580

Fax Audit No. H96- 2571

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 26 day of February, 1996.

CENTRES DAWSON, INC., a Florida corporation

By: Kenneth B. Karl  
Kenneth B. Karl, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of CENTRES DAWSON, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for CENTRES DAWSON, 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: February 26, 1996.

CENTRES DAWSON, INC., a Florida corporation

By: Kenneth B. Karl  
Kenneth B. Karl, President

Fax Audit No. H96- 2571

**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 DAWSON, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of CENTRES DAWSON, 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 \$5,000.00 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.


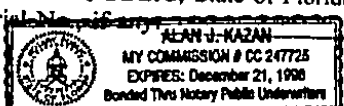
FURTHER AFFIANT SAYS NAUGHT.

  
Kenneth B. Karl

THE FOREGOING INSTRUMENT was sworn to and subscribed before me this 26<sup>th</sup> day of February, 1996, by Kenneth B. Karl, as President of CENTRES DAWSON, INC., a Florida corporation, on behalf of such corporation; said individual is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]

  
Print Name: Alan J. Kazan  
NOTARY PUBLIC, State of Florida  
Serial No. 155  
  
ALAN J. KAZAN  
MY COMMISSION # CC 247725  
EXPIRES: December 21, 1998  
Bonded thru Notary Public Underwriters

A96000000377

3/29/96 FLORIDA DIVISION OF CORPORATIONS 12:09 PM  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &  
DEPARTMENT OF STATE 200 S BISCAYNE BLVD  
STATE OF FLORIDA 2500 SE FINANCIAL CENTER  
409 EAST GAINES STREET MIAMI FL 33131-2336302-4610  
TALLAHASSEE, FL 32399 CONTACT: KENDALL SPARKMAN  
FAX: (904) 922-4000 PHONE: (305) 374-7580  
FAX: (305) 350-2446  
DOCUMENT TYPE: LIMITED PARTNERSHIP AMENDMENT  
NAME: CENTRES DAWSON, LTD.  
FAX AUDIT NUMBER: H96000004569 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 03/29/1996 TIME REQUESTED: 12:09:54  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1  
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$113.75 ACCOUNT NUMBER: 075350000132  
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(((H96000004569)))  
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96 MAR 29 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAR 29 PM 1:55  
TALLAHASSEE, FLORIDA

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kwm

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Fax Audit No. H98-4569

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
CENTRES DAWSON, LTD.**

FILED

96 MAR 29 PM 1:31

The undersigned, CENTRES DAWSON, INC., a Florida corporation, being a general partner of CENTRES DAWSON, LTD., a Florida limited partnership (the "Limited Partnership"), and SOUTHEAST REAL ESTATE CORPORATION, a Florida corporation, being the newly admitted general partner of the Limited Partnership, both of which being desirous of amending the Certificate of Limited Partnership of the Limited Partnership as filed with the Secretary of State of the State of Florida, hereby state as follows:

1. The name of the limited partnership is CENTRES DAWSON, LTD. (the "Limited Partnership").
2. The Limited Partnership was formed as a limited partnership under the law of the State of Florida on February 26, 1996, the date on which a Certificate of Limited Partnership of the Limited Partnership was filed with the Secretary of State of the State of Florida under Document No. A96000000377.
3. SOUTHEAST REAL ESTATE CORPORATION, having a mailing address of 5201 Blue Lagoon Drive, Suite 550, Miami, Florida 33128, has been admitted as a general partner of the Limited Partnership.
4. The latest date on which the Limited Partnership is to dissolve is hereby changed to December 31, 2045.

IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership of the Limited Partnership has been duly executed by each of the general partners of the Limited Partnership as of the 28th day of March, 1996.

**GENERAL PARTNER:**

CENTRES DAWSON, INC., a Florida corporation

By:

*Kenneth B. Karl*  
Kenneth B. Karl, President

**NEWLY-ADMITTED GENERAL PARTNER:**

SOUTHEAST REAL ESTATE CORPORATION,  
a Florida corporation

By:

*see attachment*  
Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

This instrument prepared by:  
Brian L. Bilzin, Esquire  
Florida Bar No. 244252  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580

Fax Audit No. H96- 4569

FILED

96 MAR 29 PM 1:31

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**GENERAL PARTNER:**

CENTRES DAWSON, INC., a Florida corporation

By: \_\_\_\_\_  
Kenneth B. Karl, President

**NEWLY-ADMITTED GENERAL PARTNER:**

SOUTHEAST REAL ESTATE CORPORATION,  
a Florida corporation

By: Richard E. Driscoll  
Print Name: RICHARD E. DRISCOLL  
Title: PRESIDENT

This instrument prepared by:  
Brien L. Bilzin, Esquire  
Florida Bar No. 244252  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 First Union Financial Center  
Miami, Florida 33131-2338  
Telephone: 305-374-7580

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