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**PUBLIC ACCESS SYSTEM
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((H96000012433 4))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305)374-7580
(305)350-2446

FAX #:

NAME: CENTRES DAWSON BRANDON, LTD.
AUDIT NUMBER.....H96000012433
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..1 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$148.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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W. P. Verifier	

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

P.002 09/08/96 11:47 2628 ON XN/XL

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TALLAHASSEE, FLORIDAFax Audit No. H96- 12433

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CENTRES DAWSON BRANDON, 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 DAWSON BRANDON, 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, are:

Centres Dawson Brandon, 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 are:

Centres Dawson Brandon, Inc.
c/o Centres, Inc.
3315 North 124th Street, Suite E
Brookfield, Wisconsin 53005.

0960000 73904

5. The mailing address for the Limited Partnership is:

c/o Centres, Inc.
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 document prepared by:
Brian L. Bilzin, Esquire
Florida Bar No. 244263
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2800 First Union Financial Center
Miami, Florida 33131-2338
Telephone: 305-374-7880

Fax Audit No. H96- 12433

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H96- 12433

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 5th day of September, 1996.

CENTRES DAWSON BRANDON, 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 BRANDON, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for CENTRES DAWSON BRANDON, 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: September 5, 1996.

CENTRES DAWSON BRANDON, INC., a
Florida corporation

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

Fax Audit No. H96-12433

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Fax Audit No. H96-12433

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 acknowledgments in and for the State and County aforesaid, personally appeared Kenneth B. Karl, as President of CENTRES DAWSON BRANDON, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of CENTRES DAWSON BRANDON, 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.

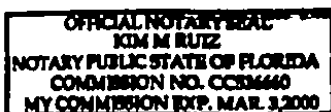
Kenneth B. Karl
 Kenneth B. Karl

THE FOREGOING INSTRUMENT was sworn to and subscribed before me this 5th day of September, 1996, by Kenneth B. Karl, as President of CENTRES DAWSON BRANDON, INC., a Florida corporation, on behalf of such corporation; said individual is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]

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



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Fax Audit No. H96-12433

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LOHETA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H96000014964 6))

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305) 374-7580
(305) 350-2446

FAX #:

NAME: CENTRES DAWSON BRANDON, LTD.

AUDIT NUMBER.....H96000014964

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$105.00

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TALLAHASSEE, FL 32301

Pax Audit No. H98-14964

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

The undersigned, CENTRES DAWSON BRANDON, INC., a Florida corporation, being a general partner of CENTRES DAWSON BRANDON, 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 BRANDON, LTD. (the "Limited Partnership").

2. The Limited Partnership was formed as a limited partnership under the law of the State of Florida on September 6, 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. A96000001655.

3. SOUTHEAST REAL ESTATE CORPORATION, having a mailing address of 5201 Blue Lagoon Drive, Suite 550, Miami, Florida 33126, 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 22nd day of October, 1996.

GENERAL PARTNER:

CENTRES DAWSON BRANDON, INC., a
Florida corporation

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

NEWLY-ADMITTED GENERAL PARTNER:

SOUTHEAST REAL ESTATE CORPORATION,
a Florida corporation

By: _____
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: 305-374-7560

Pax Audit No. H98-14964

Fax Audit No. H98- 14964

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

FILED
95 OCT 24 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, CENTRES DAWSON BRANDON, INC., a Florida corporation, being a general partner of CENTRES DAWSON BRANDON, 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 BRANDON, LTD. (the "Limited Partnership").

2. The Limited Partnership was formed as a limited partnership under the law of the State of Florida on September 8, 1990, 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. A96000001655.

3. SOUTHEAST REAL ESTATE CORPORATION, having a mailing address of 5201 Blue Lagoon Drive, Suite 550, Miami, Florida 33126, 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 22nd day of October, 1996.

GENERAL PARTNER:

CENTRES DAWSON BRANDON, INC., a
Florida corporation

By: _____
Kenneth B. Kart, President

NEWLY-ADMITTED GENERAL PARTNER:

SOUTHEAST REAL ESTATE CORPORATION,
a Florida corporation

By: Richard E. Russell
Print Name: Richard E. Russell
Title: President

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

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