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(((H97000017342 1)))

DIVISION OF CORPORATIONS TO: FAX 1:

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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN ACCT#:

075350000132

CONTACT: KENDALL SPARKMAN

PHONE: (305)374-7580 (305)350-2446

FAX 1:

NAME: CENTRES/INTERFACE LIMITED PARTNERSHIP

AUDIT NUMBER...... H97000017342

DOC TYPE......FLORIDA LIMITED PARTNERSHIP CERT. OF STATUS..0 PAGES...... CERT. COPIES.....1 DEL.METHOD..

CERT. OF STATUS. 0 PAGES..... 3
CERT. COPIES.... 1 DEL.METHOD. FAX SET. CHARGE. \$140.00 PAGES.... S140.00 PAGES.... S140.00 PAGES.... S140.00 PAGES... S140.00 FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Pax Audit No. H97-17342

CERTIFICATE OF LIMITED PARTNERSHIP OF CENTRES/INTERFACE LIMITED PARTNERSHIP

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:

- The name of the limited partnership is CENTRES/INTERFACE LIMITED PARTNERSHIP, 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/Interface GP, Inc., a Florida corporation 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/Interface GP, Inc.
c/o Centres, Inc.
3315 North 124th Street, Suite E
Brookfield, Wisconsin 53005.

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 Purtnership is to dissolve is December 31, 2045.

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

This incleased prepared by:
Brian LL Block, Eaguine
Florice Bair No. 244253
RULEN BALLEL LEVIN CONSTANT FREEDMAN & BILZIN
2500 First Union Revended Center
Metris, Floride 33131-2338
Telephone: 305-374-7880

Pax Audit No. H97- 17342

Paz Audit No. H97-1,7342

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 17th day of October, 1997.

CENTRES/INTERFACE OP, INC., a Florida corporation

Kenneth B. Karl, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of CENTRES/INTERFACE GP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for CENTRES/INTERFACE LIMITED PARTNERSHIP, 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: October 17, 1997.

CENTRES/INTERPACE GP, INC., a Florida

corporation

Kenneth B. Karl, President

9: 43

Fix Audit No. H97-17342

Fex Audit No. H97-17342

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA) SS: COUNTY OF DADE)

FILED
97 0CT 20 AH 98
SECRETAGE SECRETAGE
FALLAHASSEE, FLC

BEFORE ME, the undersigned authority, a notary public authorized to administer ouths and to take acknowledgments in and for the State and County aforesaid, personally appeared Kenneth B. Kart, as President of CENTRES/INTERFACE GP, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of CENTRES/INTERFACE LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership"), who, after first being duly aworn on outh, deposes and says as follows on behalf of the Corporation:

- 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 \$5000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.
- 3. Affiant is limitiar 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, as President and on behalf of CENTRESTINTERFACE OP, INC., a Florida corporation

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this day of October, 1997, by Kenneth B. Karl, as President of CENTRES/INTERFACE GP, INC., a Florida corporation, on behalf of such corporation; said individual is personally known to the

3

My Commission Expires:

[NOTARIAL SEAL]

T. EERDALL BPAREMAN
Coppes, Re. CC 656530
My Comes, Erg. Jame 24, 2001
Sounded (Fire Pedaged See, Agry).

Print Name: T. Ya. A.a. Sportman. NOTARY PUBLIC, State of Florida Serial No., if any: CC 658538

Fex Audit No. H97- 17342

(((m97000017342 1)))

DIVISION OF CORPORATIONS TO: TAX 1:

(850) 922-4000

PROM: RUBIN BACK LEVIN CONSTANT FRIEDWAN & BILSIN

075350000132

CONTACT: KENDALL 17ANION

PROMS: (305)374-7580 (305)350-2446

FAX 11

MAME: CHYPRIS/INTERPACE LIMITED PARTMERSHIP

AUDIT HOMER..... H97000017342

DOC TYPE.....FLORIDA LIMITED PARTMERSHIP

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Per Amile No. 1075-17347

CERTIFICATE OF LIMITED PARTNERSEP CF CENTRESONTERFACE LIMITED PARTNERSEP

The undersigned, desiring to form a limited partnership in accordance with the provinces of the Placida Revised Uniform Limited Pertnership Act of 1996, as out forth in Sections 639.101 to 620.192, Placida Statutes, as assented, bareby makes as follows:

- The same of the limited partnership is CENTRES/ENTERFACE LINGTED PARTNERSEEP, a Plotida limited partnership (the "Limited Pertnership").
 - 2. The address of the registered office of the Limited Pertractility is:

1390 South Dizie Highway, Subs 1304 Coral Gubtes, Florida 33146. 97 OCT 20 A 98 SHORIGINA (OS) ALLAMSSEE CO

The same and address of the agent for service of process exquired to be authorized
 185, Plenida Statetos, so exceeded, see:

Contembring CP, Inc., a Planish corporation 1990 South Disco Highway, Suito 1304 Conel Gabba, Planish 33146.

4. The same and business address of the upin general partner of the Limited Personably sec.

Contractive City, inc.
ofo Contract, inc.
3315 North 134th Street, Suite B
Brookfield, Wisconnia 53005.

5. The mailing address for the Limited Partnership is:

olo Contres, Inc. 3315 North 124th Street, Suite B Brookfield, Winconte 53005.

4. The intest date upon which the Limited Pertonship is to dissulve in December 31, 2045.

The execution of this Cardiffests of Limited Permankly on behalf of the undersigned sale general partner countlistes on officeration that the flate stated basels are tree.

Ann L. Ball, Supple Park L. Ball Sand Park L. Ball Constitute Production & Males State Park Liber Constitute Production & Males State Park Liber Planning Control State Park Ball Sand Sand

Pan Andr Pa. 1979. 177912

Per Andria (SP-2024)

24 WITH COST WITH THE Cuttings of Limits's Personally has been executed in the same and on index of the Limited Personally as of the 17th day of October, 1997.

CENTRESINTERFACE OF, INC., a Fiorida corresistos

By Kand B. Land

ACCEPTANCE OF APPOINTMENT AS RECESTERED ACENT

The undersigned, so President and on behalf of CENTRES/INTERFACE CP, INC., a Plorida expensation. (the "Conjunction"), which has been designated as registered agent for CENTRES/INTERFACE LIMITED PARTNESSHIP, a Picrida limited partnership (the "Limited Persurship"), in the floregoing Certificate of Limited Partnership of the Limited Partnership, hereby square that the Conjunction will accept service of process for and on behalf of the Limited Partnership and that the Conjunction will acceptly with any and all love, including, without limitation, Button 428, 192, Plantin Statutes, or assemble, substing to the complete and proper performance of the define and obligations of a registered agent of a Florida limited persentials.

Dated: Outuber 17, 1997.

CENTREMINTERPACE OF, INC., a Florida

1

Par Andr No. 201-17342

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA) 88: COUNTY OF DADE } FILED
97 OCT 20 AM 9:
SECRETARY OF SUF

BEFORE ME, the undersigned authority, a notary public authorized to educate our configuration and for the limits and County afterentd, personally appeared Kennetical Kall, as President of CENTRES/INTERFACE GP, DIC., a Florida composation (the "Composation"), which composation is the sole general partner of CENTRES/INTERFACE LIMITED PARTNES/SEEP, a Florida limited personality (the "Limited Personality"), who, after first being duly sworm on eath, deposes and mys as follows on behalf of the Corporation:

- Afflect is the President and duty 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 Hechtel pertners of the Limited Pertnership have establish contributed to the Limited Pertnership at aggregate of \$1.00 of the total americal of \$5000.00 in capital contributions auticipated to be contributed to the Limited Pertnership by its limited pertners.
- 3. Affant is familier with the nature of an oath and with the penalties as provided by the large of the State of Plotids for fabrily severing to statements made in an instrument of this nature. Affant has read and understands the constants of this Affahrsk and the facts stated hards are true and occrect to the best of Affant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

Round & Kirl, as President and on behalf of CENTREPORTERIFACE OF, INC., a Plurida corporation

And the PORBOODIO POSTELLEDIT was enhanced and revers to and schooling before me this day of October, 1997, by Kenneth B. Kerl, on President of CSNTRES/PITER/ACE OF, DIC., a Florida corporation, on behalf of such corporation, and individual & perglanity-Lapse to Se.

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My Consulation Expires:

[NOTARIAL SEAL]

Print Name T. Fandara Stanfords NOTARY PUBLIC, State of Plorida Social No. 6'soy: CC. 6586'38

Per Audi No. 187- 17342