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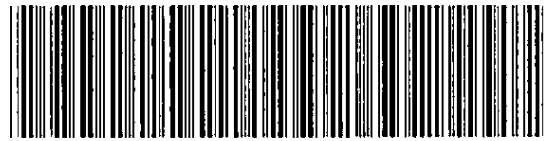
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A97000017342

FLORIDA DIVISION OF CORPORATIONS
ELECTRONIC FILING COVER SHEET

((H97000017342 1))

TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

ACCT#:

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

FAX #:

(305)350-2446

NAME: CENTRES/INTERFACE LIMITED PARTNERSHIP

AUDIT NUMBER.....H97000017342

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$140.00

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

** ENTER 'M' FOR MENU. **

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FILED
97 OCT 20 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 20 AM 8:21
DIVISION OF CORPORATIONS

**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:

1. 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 Partnership is to dissolve is December 31, 2045.

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. Blizin, Esquire
Florida Bar No. 244253
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2800 First Union Financial Center
Miami, Florida 33131-2338
Telephone: 305-374-7880

Pax Audit No. H97-17342

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 GP, 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/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/INTERFACE GP, INC., a Florida corporation

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

FILED
97 OCT 20 AM 9:43
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TALLAHASSEE, FLORIDA

Pax Audit No. H97-17342

Fax Audit No. H97-17342

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED
97 OCT 20 AM 9:
SECRETARY OF
TALLAHASSEE, FLORIDA


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/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 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 \$5000.00 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.

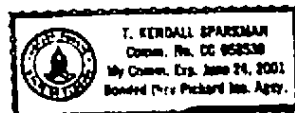
FURTHER AFFIANT SAYS NAUGHT.

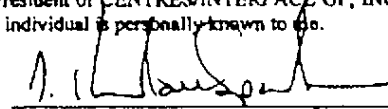

Kenneth B. Karl, as President and on behalf of
CENTRES/INTERFACE GP, INC., a Florida
corporation

Am 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 me.

My Commission Expires:

[NOTARIAL SEAL]




Print Name: T. Kendall Spadean
NOTARY PUBLIC, State of Florida
Serial No., if any: CC 658538

10/17/97
4:28 PM

A97000017342

ELECTRONIC FILING COVER SHEET

((H97000017342 1))

TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: KURTIN BASH LEVIN CONSTANT FRIEDMAN & SILSIN
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN

PHONE: (305) 374-7580

FAX #:

(305) 350-2446

NAME: CENTRES/INTERFACE LIMITED PARTNERSHIP

AUDIT NUMBER.....H97000017342

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM

RECEIVED
97 OCT 20 AM 9:21
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CENTRE/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:

1. The name of the limited partnership is **CENTRE/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 in Section 620.105, Florida Statutes, as amended, are:

Centre/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:

Centre/Interface GP, Inc.
c/o Centrus, Inc.
3315 North 124th Street, Suite B
Brookfield, Wisconsin 53005.

5. The mailing address for the Limited Partnership is:

c/o Centrus, Inc.
3315 North 124th Street, Suite B
Brookfield, Wisconsin 53005.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2043.

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.

Notary Public
State of Florida
Florida Bar No. 101000
ROBERT DAVID LIVING COASTGUARD PARTNERSHIP & SELLER
2000 First Union-Plaza Center
Miami, Florida 33104-0000
Telephone: 305-574-0000

BY WITNESS WICKBOFF, 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.

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

The undersigned, as President and on behalf of CENTRE/INTERFACE GP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for CENTRE/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 629.192, 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.

Kenneth B. Karl
Kenneth B. Karl, President

File Number 107-17342

For Audit No. 887-17342

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) ss:
COUNTY OF DADS)

FILED
97 OCT 20 AM 9:
NOTARY PUBLIC
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and acknowledgments in and for the State and County aforesaid, personally appeared Kenneth B. Karl, 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 sworn on oath, depose and say 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 \$5000.00 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, as President and on behalf of
CENTRES/INTERFACE GP, INC., a Florida
corporation

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 20 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 me.

My Commission Expires:

[NOTARIAL SEAL]




Print Name: T. Randall Spurgeon
NOTARY PUBLIC, State of Florida
Serial No., if any: CC 658678