

11/21/97  
 A97000002539  
 FLORIDA DIVISION OF CORPORATIONS  
 ((H97000019493 0))

TO: DIVISION OF CORPORATIONS  
 (850) 922-4000

FAX #:

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
 075350000132

ACCT#:

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

FAX #:

NAME: MIDWEST MT. CLEMENS LIMITED PARTNERSHIP

AUDIT NUMBER.....H97000019493

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 6

CERT. COPIES.....1

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

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 DIVISION OF CORPORATIONS  
 97 NOV 24 AM 11:15

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MIDWEST MT. CLEMENS 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 **MIDWEST MT. CLEMENS LIMITED PARTNERSHIP**, a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

Two Datan Center, Suite 1528  
9130 South Dadeland Boulevard  
Miami, Florida 33156.

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:

Midwest Mt. Clemens GP, Inc.,  
a Florida corporation  
Two Datan Center, Suite 1528  
9130 South Dadeland Boulevard  
Miami, Florida 33156.

4. The names and business addresses of the general partners of the Limited Partnership are:

Midwest Mt. Clemens GP, Inc.,  
a Florida corporation  
Two Datan Center, Suite 1528  
9130 South Dadeland Boulevard  
Miami, Florida 33156; and

Keystone Mt. Clemens Real Estate Development Corporation,  
a Michigan corporation  
c/o Midwest Venture Partners Limited Partnership  
540 Frontage Road  
Suite 3315  
Northfield, Illinois 60093.

*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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Fax Audit No. H97- 19493

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 general partners constitutes an affirmation that the facts stated herein are true. This Certificate of Limited Partnership may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the general partners of the Limited Partnership as of the 21<sup>st</sup> day of November, 1997.

MIDWEST MT. CLEMENS GP, INC., a  
Florida corporation

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

KEYSTONE MT. CLEMENS REAL ESTATE  
DEVELOPMENT CORPORATION, a  
Michigan corporation

By: \_\_\_\_\_  
Dudley Sullivan, President

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Fax Audit No. H97- 19493

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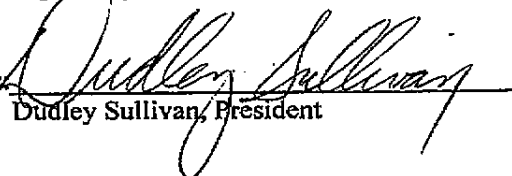
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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the general partners of the Limited Partnership as of the 21<sup>st</sup> day of November, 1997.

MIDWEST MT. CLEMENS GP, INC., a  
Florida corporation

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

KEYSTONE MT. CLEMENS REAL ESTATE  
DEVELOPMENT CORPORATION, a  
Michigan corporation

By:   
Dudley Sullivan, President

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Fax Audit No. H97- 19493

Fax Audit No. H97-19493

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of MIDWEST MT. CLEMENS GP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for MIDWEST MT. CLEMENS 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: November 21, 1997.

\_\_\_ MIDWEST MT. CLEMENS GP, INC., a  
Florida corporation

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

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DIVISION OF CORPORATIONS  
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Fax Audit No. H97-19493

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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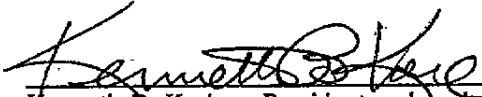
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Kenneth B. Karl, as President of MIDWEST MT. CLEMENS GP, INC., a Florida corporation (the "Corporation"), which corporation is a general partner of MIDWEST MT. CLEMENS 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 a 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.

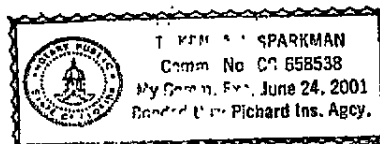
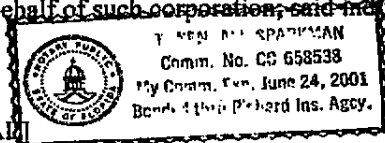
FURTHER AFFIANT SAYS NAUGHT.

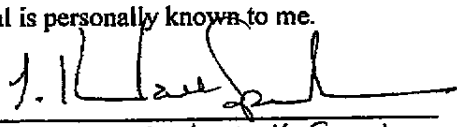
  
Kenneth B. Karl, as President and on behalf of  
MIDWEST MT. CLEMENS GP, INC., a Florida  
corporation

28<sup>th</sup> THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this day of November, 1997, by Kenneth B. Karl, as President of MIDWEST MT. CLEMENS 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 Sparkman  
NOTARY PUBLIC, State of Florida  
Serial No., if any: CC 658538

Fax Audit No. H97-19493

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

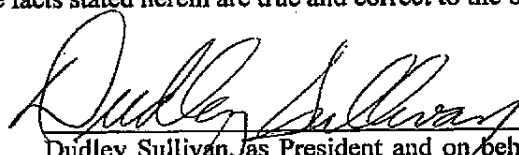
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Dudley Sullivan, as President of KEYSTONE MT. CLEMENS REAL ESTATE DEVELOPMENT CORPORATION, a Michigan corporation (the "Corporation"), which corporation is a general partner of MIDWEST MT. CLEMENS 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 a 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.

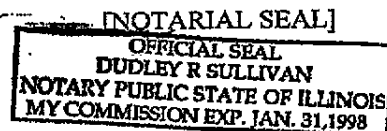
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

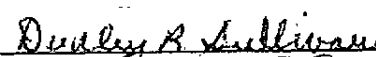
FURTHER AFFIANT SAYS NAUGHT.

  
Dudley Sullivan, as President and on behalf of  
KEYSTONE MT. CLEMENS REAL ESTATE  
DEVELOPMENT CORPORATION, a Michigan  
corporation

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 21<sup>st</sup> day of November, 1997, by Dudley Sullivan, as President of KEYSTONE MT. CLEMENS REAL ESTATE DEVELOPMENT CORPORATION, a Michigan corporation, on behalf of such corporation; said individual is personally known to me.

My Commission Expires:



  
Print Name: DUDLEY R. SULLIVAN  
NOTARY PUBLIC, State of Illinois  
Serial No., if any: \_\_\_\_\_

5840/72166CKS.004