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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
075350000132

ACCT#:

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

FAX #:

NAME: CENTRES GROUP PLYMOUTH LIMITED PARTNERSHIP

AUDIT NUMBER.....H97000019921

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1 PAGES..... 3

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Acknowledgment	<i>RL</i>
W. P. Verifyer	<i>RL</i>

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CENTRES GROUP PLYMOUTH 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 GROUP PLYMOUTH 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:

Centres Group Plymouth GP, Inc.,  
a Florida corporation  
Two Datan Center, Suite 1528  
9130 South Dadeland Boulevard  
Miami, Florida 33156.

4. The name and business address of the sole general partner of the Limited Partnership are:

Centres Group Plymouth GP, Inc.,  
a Florida corporation  
c/o Centres, Inc.  
3315 North 124th Street, Suite E  
Brookfield, Wisconsin 53005.

*997-100863*

5. The mailing address for the Limited Partnership is:

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

*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

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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.

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 1st day of December, 1997.

CENTRES GROUP PLYMOUTH 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 GROUP PLYMOUTH GP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for CENTRES GROUP PLYMOUTH 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: December 1, 1997.

CENTRES GROUP PLYMOUTH GP, INC., a  
Florida corporation

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

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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 GROUP PLYMOUTH GP, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of CENTRES GROUP PLYMOUTH 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.

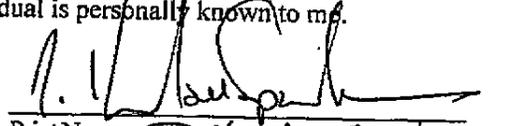


Kenneth B. Karl, as President and on behalf of  
CENTRES GROUP PLYMOUTH GP, INC.; a  
Florida corporation

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 1st day of December, 1997, by Kenneth B. Karl, as President of CENTRES GROUP PLYMOUTH 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

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