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FLORIDA DIVISION OF CORPORATIONS

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FROM: BILZIN SUMBERG DUNN & AXELROD LLP
075350000132

ACCT#:

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

FAX #:

NAME: CENTRES PINES LIMITED PARTNERSHIP

AUDIT NUMBER.....H98000002814

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 15

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** ENTER 'M' FOR MENU. **

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Attn: Ms. Diane Cushing

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1998

BRIAN L. BILZIN, ESQ.
BILZIN SUMBERG DUNN & AXELROD LLP
2500 FIRST UNION FINANCIAL CENTER
MIAMI, FL 33131-2336

SUBJECT: CENTRES PINES LIMITED PARTNERSHIP
REF: W98000003056

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list a principal address for the limited partnership. You have listed a registered office address in section 2. If you intend for that address to be the principal address please change the wording to principal address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H98000002814
Letter Number: 098A00007817

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CENTRES PINES 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 PINES LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership").

2. The address of the principal and 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 PINES 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 PINES GP, INC.,
a Florida corporation
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.

This instrument prepared by:
Brian L. Bilzin, Esquire
Florida Bar No. 244252
BILZIN SUMBERG DUNN & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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TELA ASSEL, FLORIDA

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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 10th day of February, 1998.

CENTRES PINES GP, INC., a Florida corporation

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

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of CENTRES PINES GP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for CENTRES PINES 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: February 10, 1998.

CENTRES PINES GP, INC., a Florida corporation

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

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF DADE

SS:

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

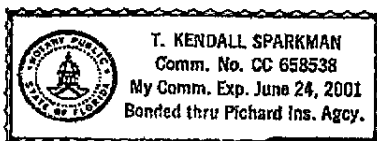
Kenneth B. Karl

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

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 10th day of February, 1998, by Kenneth B. Karl, as President of CENTRES PINES GP, INC., a Florida corporation, on behalf of such corporation; said individual is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]



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