



**THE UNITED STATES
CORPORATION
COMPANY**

A98000001655

ACCOUNT NO. : 072100000032

REFERENCE : 875229 7149102

AUTHORIZATION :

COST LIMIT : \$ 140.00

Patricia Pigut

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 30 PM 1:24

ORDER DATE : June 30, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 875229-005

CUSTOMER NO: 7149102

998A000036419

CUSTOMER: Onelia Gaffney, Paralegal
CENTRES INC.

Two Datron Center, Suite 1528
9130 S. Dadeland Boulevard
Miami, FL 33156

500002575975--9

DOMESTIC FILING

NAME: MIDWEST HAYES LIMITED
PARTNERSHIP

EFFECTIVE DATE:

B

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
Name _____ PLAIN STAMPED COPY
Availability _____ CERTIFICATE OF GOOD STANDING

Document CONTACT PERSON: Tamara Odom
Examiner

EXAMINER'S INITIALS:

Updater

Updater
Verifier

Acknowledgement DCC

W. P. Verifier DCC

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98 JUN 30 AM 10:44
DIVISION OF CORPORATIONS

TC
6/30/98
\$5,000.00

W980000014978



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 30, 1998

TAMARA ODOM
CSC
TALLAHASSEE, FL 32301

SUBJECT: MIDWEST HAYES LIMITED PARTNERSHIP
Ref. Number: W98000014978

We have received your document for MIDWEST HAYES LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Our law requires that we have the principal address and the mailing address of the partnership. In section 2 you have the principal and registered office address. In section 5 you have the mailing address of the sole general partner. Please correct either section to read the mailing address of the partnership.

Please return your document, along with a copy of this letter, within 60 days of 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

Letter Number: 698A00035518

RESUBMIT

Please give original
mission date as file date.

*Please backdate +
issue cert. copy.*

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98 JUN 30 PM 4:24

98 JUL -7 PM 10:10
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RECEIVED

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MIDWEST HAYES LIMITED PARTNERSHIP**

FILED STATE
SECRETARY OF CORPORATIONS
98 JUN 30 PM 4: 24

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 HAYES 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:

MIDWEST HAYES 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:

P98000057000
MIDWEST HAYES GP, INC.
a Florida corporation
c/o Centres, Inc.
3315 North 124th Street, Suite E
Brookfield, Wisconsin 53005

5. The mailing address _____ of the Limited Partnership is:

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

This Instrument Prepared by:
June F. Kaplan, Esq.
Florida Bar No. 0126195
Centres Inc.
Two Datan Center, Suite 1528
9130 South Dadeland Boulevard
Miami, Florida 33156

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 PM 4:24

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 on behalf of the sole general partner of the Limited Partnership as of the 26 of June, 1998.

MIDWEST HAYES 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 MIDWEST HAYES GP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for MIDWEST HAYES 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: June 26, 1998

MIDWEST HAYES GP, INC.,
a Florida corporation

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

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA:
COUNTY OF DADE :

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 30 PM 4: 24

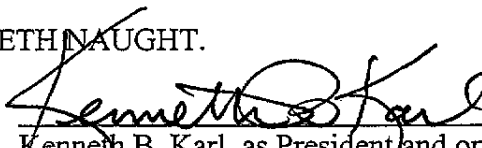
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Kenneth B. Karl, as President of MIDWEST HAYES GP, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of MIDWEST HAYES 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 \$5,000.00 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 AFFLIANT SAYETH NAUGHT.



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

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 26 day of June, 1998, by Kenneth B. Karl, as President of MIDWEST HAYES GP, INC., a Florida corporation, on behalf of such corporation, and who is personally known to me.

My Commission Expires:



Print Name: ONELIA GAFFNEY
NOTARY PUBLIC, STATE OF FLORIDA
Serial No., if any: _____

