



THE UNITED STATES
CORPORATION
COMPANY

A98000002686

ACCOUNT NO. : 072100000032

REFERENCE : 054338 7149102

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 PM 3:04

ORDER DATE : December 7, 1998

ORDER TIME : 11:23 AM

ORDER NO. : 054338-020

CUSTOMER NO: 7149102

000002704780--2

CUSTOMER: Onelia Gaffney, Paralegal
CENTRES INC.
CENTRES INC.
Two Datron Center, Suite 1528
9130 S. Dadeland Boulevard
Miami, FL 33156

DOMESTIC FILING

NAME: CENTRES MEMPHIS
LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

12/7/98
RECEIVED
98 DEC -7 PM 12:11

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CENTRES MEMPHIS 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 MEMPHIS 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 MEMPHIS GP, INC.
a Florida corporation
Two Datan Center, Suite 1528
9130 South Dadeland Boulevard
Miami, Florida 33156

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

CENTRES MEMPHIS 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:
Arnold D. Shevin, Esq.
Florida Bar No. 0129474
Centres Inc.
Two Datan Center, Suite 1528
9130 South Dadeland Boulevard
Miami, Florida 33156

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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 on behalf of the sole general partner of the Limited Partnership as of the 4th of December, 1998.

CENTRES MEMPHIS 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 MEMPHIS GP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for CENTRES MEMPHIS 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 4th, 1998

CENTRES MEMPHIS 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
98 DEC -7 PM 3:04

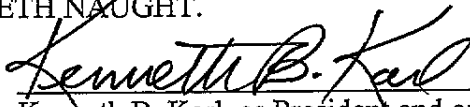
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Kenneth B. Karl, as President of CENTRES MEMPHIS GP, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of CENTRES MEMPHIS 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.

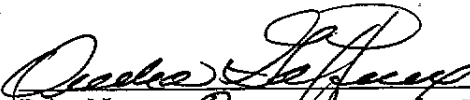
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct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

FURTHER AFFIANT SAYETH NAUGHT.


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

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 4th day of December, 1998, by Kenneth B. Karl, as President of CENTRES MEMPHIS 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: _____

