



THE UNITED STATES  
CORPORATION  
COMPANY

# A99000000517

ACCOUNT NO. : 072100000032

REFERENCE : 189567 7149102

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 148.75

ORDER DATE : March 31, 1999

ORDER TIME : 11:0 AM

ORDER NO. : 189567-015

600002825366--8

CUSTOMER NO: 7149102

CUSTOMER: Teresa J. Reed, Secretary  
CENTRES INC.  
CENTRES INC.  
Two Datron Center, Suite 1528  
9130 S. Dadeland Boulevard  
Miami, FL 33156

DOMESTIC FILING

NAME: MARSHALL CENTRES LIMITED  
PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

*B/K*  
*3/31/99*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 31 PM 1:33

RECEIVED  
99 MAR 31 AM 11:31  
FILED  
TALLAHASSEE  
FLA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MARSHALL CENTRES LIMITED PARTNERSHIP**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 31 PM 1:33

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 MARSHALL CENTRES 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:

MARSHALL CENTRES 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:

MARSHALL CENTRES GP, INC.,  
a Florida corporation  
c/o Centres, Inc.  
3315 North 124<sup>th</sup> Street, Suite E  
Brookfield, Wisconsin 53005

P990008 28386

5. The mailing address of the Limited Partnership is:

c/o Centres, Inc.  
3315 North 124<sup>th</sup> 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

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2046.

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 29<sup>th</sup> day of March, 1999.

MARSHALL CENTRES GP, INC.,  
a Florida corporation

By:   
Kenneth B. Karl, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of MARSHALL CENTRES GP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for MARSHALL CENTRES 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: March 29, 1999

MARSHALL CENTRES GP, INC., a  
Florida corporation

By:   
Kenneth B. Karl, President

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DIVISION OF CORPORATIONS  
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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA:  
COUNTY OF DADE :

FILED STATE  
SECRETARY OF CORPORATIONS  
99 MAR 31 PM 1:33

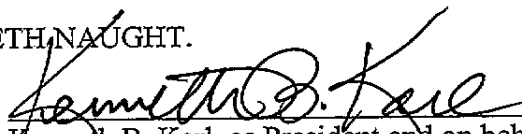
**BEFORE ME**, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Kenneth B. Karl, as President of MARSHALL CENTRES GP, INC., a Florida corporation (the "Corporation"), which corporation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

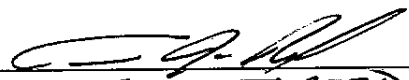
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct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

FURTHER AFFIANT SAYETH NAUGHT.

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

**THE FOREGOING INSTRUMENT** was acknowledged, sworn to and subscribed before me this 29<sup>th</sup> day of March, 1999, by Kenneth B. Karl, as President of MARSHALL CENTRES GP, INC., a Florida corporation, on behalf of such corporation, and who is personally known to me.

My Commission Expires:

  
Print Name: TERESA J. REED  
NOTARY PUBLIC, STATE OF FLORIDA  
Serial No., if any: \_\_\_\_\_

