

PER. 21 FEB 1996 13:41 RUBIN BAUM & LEVIN

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: RUBIN BAUM & LEVIN, CONSTANT, FRIEDMAN &

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500 BISCAYNE BLVD

STATE OF FLORIDA

500 FINANCIAL CENTER

409 EAST BAY STREET

MIAMI FL 33131-4336

TALLAHASSEE FL 32399

CONTACT: KENDALL SPARKMAN

FAX: (904) 922-4000

PHONE: (305) 374-7500

FAX: (305) 350-2446

((H96000002501))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CENTRES EAST, INC.

FAX AUDIT NUMBER: H96000002501

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/21/1996

TIME REQUESTED: 12:14:16

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ACCOUNT NUMBER: 075350000132

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**ARTICLES OF INCORPORATION  
OF  
CENTRES EAST, INC.**

**ARTICLE I -- NAME**

The name of this corporation is CENTRES EAST, INC.

**ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

3315 North 124th Street  
Suite E  
Brookfield, Wisconsin 53005.

**ARTICLE III -- PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV -- CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

200 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131-2336;

and the name and address of the initial registered agent of this corporation is:

**Name**

**Address**

Kendall Sparkman

200 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131-2336.

*This instrument prepared by:*  
Brian L. Bilzin, Esquire  
Florida Bar No. 244252  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 First Union Financial Center (33131-2336)  
P.O. Box 018109  
Miami, Florida 33101-8109  
Telephone: 305-374-7580

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#### ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

#### ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation is:

Name

Address

Kenneth B. Karl

1390 South Dixie Highway  
Suite 1304  
Coral Gables, Florida 33146.

#### ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Kendall Sparkman

200 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131-2336.

The powers and duties of the incorporator shall terminate upon the filing of these Articles of Incorporation.

#### ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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**ARTICLE X -- INDEMNIFICATION**

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE XI -- AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 20th day of February, 1996.



Kendall Sparkman, Incorporator and Registered Agent

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TO: DIVISION OF CORPORATIONS

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &  
200 S BISCAYNE BLVD  
2500 SE FINANCIAL CENTER  
MIAMI FL 33131-2336311-

DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

CONTACT: KENDALL SPARKMAN  
PHONE: (305) 374-7500  
FAX: (305) 350-2446

((H96000006115))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: CENTRES EAST, INC.

FAX AUDIT NUMBER: H96000006115

CURRENT STATUS: REQUESTED

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Fax Audit No. H80-6115

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CENTRES EAST, INC.**

The undersigned, Kenneth B. Karl, being the President of CENTRES EAST, INC., a Florida corporation (the "Corporation"), incorporated February 21, 1986 under Document No. P98000016218 does hereby certify, attest and serve notice, pursuant to the provisions of Section 007.1000 of the Florida Business Corporation Act, that Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

**"ARTICLE III -- PURPOSE**

The purpose of this corporation shall be limited to acquiring, owning and holding a general partner interest in Centres East, Ltd., a Florida limited partnership (the "Partnership"), managing the Partnership and otherwise acting as a general partner thereof. This corporation shall not engage in any other business."

Such amendment of the Articles of Incorporation of the Corporation has been duly and unanimously authorized, adopted and directed by the Board of Directors and shareholders of the Corporation by Written Consent thereto dated as of April 30, 1986. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

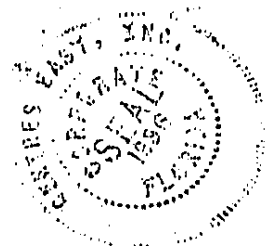
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal in his capacity as aforesaid as of the 30<sup>th</sup> day of April, 1986 on behalf of the Corporation.

CENTRES EAST, INC.

By Kenneth B. Karl  
Kenneth B. Karl, President

[CORPORATE SEAL]

This document prepared by:  
Audrey A. Ellis, Esquire  
Florida Bar No. 500623  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: (305) 374-7580



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