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FLORIDA DIVISION OF CORPORATIONS

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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN

PHONE: (305) 374-7580

(305) 350-2446

FAX

NAME: MIDWEST GRIFFITH, INC.

AUDIT NUMBER.....H96000014021

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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14-022-3708 10/07/96 09:15 Fl. Dept. of State pl /1

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

October 7, 1996

RUBIN, BAUM LEVIN ET AL

SUBJECT: MIDWEST GRIFFITH, INC.  
REF: W96000021089

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

**PLEASE ENLARGE THE PREPARER'S STATEMENT.**

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 (904) 487-6878.

Terri Buckley  
Corporate Specialist

FAX Aud. #: H96000014021  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION  
OF  
MIDWEST GRIFFITH, INC.**

**ARTICLE I - NAME**

The name of this corporation is MIDWEST GRIFFITH, INC.

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

The principal office and mailing address of this corporation are:

c/o Centres, Inc.  
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 are:

**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 019109  
Miami, Florida 33101-9109  
Telephone: 305-374-7580

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Fax Audit No. H96- 14021**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 are:

**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 are:

**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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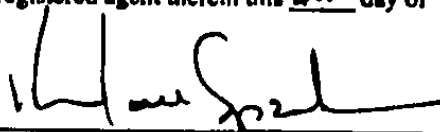
**ARTICLE X -- INDEMNIFICATION**

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 6<sup>th</sup> day of October, 1996.



Kendall Sparkman, Incorporator and Registered Agent