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ACCOUNT NO. : 072100000032

REFERENCE : 869978 7149102

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : June 25, 1998

ORDER TIME : 12:06 PM

ORDER NO. : 869978-010

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CUSTOMER NO: 7149102

CUSTOMER: Onelia Gaffney, Paralegal
CENTRES INC.

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

DOMESTIC FILING

NAME: MIDWEST HAYES GP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 3:03

RECEIVED
98 JUN 25 PM 1:19
DIVISION OF CORPORATIONS
868

EFFECTIVE DATE

6/24/98

**ARTICLES OF INCORPORATION
OF
MIDWEST HAYES GP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 3:03

ARTICLE 1 - NAME

The name of this corporation is MIDWEST HAYES GP, 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 (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

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

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

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

Two Datan Center, Suite 1528
9130 South Dadeland Boulevard
Miami, Florida 33156

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

<u>Name</u>	<u>Address</u>
Arnold D. Shevin	Two Datan Center, Suite 1528 9130 South Dadeland Boulevard Miami, Florida 33156

ARTICLE VI - COMMENCEMENT

This corporation shall commence as of 12:01 a.m., June 24, 1998.

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:

<u>Name</u>	<u>Address</u>
Kenneth B. Karl	Two Datan Center, Suite 1528 9130 South Dadeland Boulevard Miami, Florida 33156

ARTICLE VIII - INCORPORATOR

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98 JUN 25 PM 3:03

The name and address of the person signing these Articles of Incorporation as Incorporator are:

Name

Address

Arnold D. Shevin

Two Datan Center, Suite 1528
9130 South Dadeland Boulevard
Miami, Florida 33156

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.

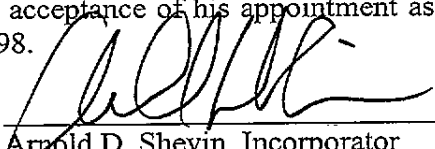
ARTICLE X - INDEMNIFICATION

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 as of the 24 of June, 1998.



Arnold D. Shevin, Incorporator
and Registered Agent