

P98000100376



ACCOUNT NO. : 072100000032

REFERENCE : 049123 7149102

AUTHORIZATION : Patricia P. P. P.

COST LIMIT : \$ 78.75

ORDER DATE : December 2, 1998

ORDER TIME : 10:35 AM

ORDER NO. : 049123-005

CUSTOMER NO: 7149102

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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 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: Janna Wilson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -2 PM 2:15

98 DEC -2 PM 2:15  
12/2/98

EFFECTIVE DATE

12/1/98

**ARTICLES OF INCORPORATION  
OF  
CENTRES MEMPHIS GP, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE 1 - NAME**

The name of this corporation is CENTRES MEMPHIS 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 124<sup>th</sup> 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:  
Arnold D. Shevin, Esq.  
Florida Bar No. 0129474  
Centres Inc.  
Two Dattran 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 Datran Center, Suite 1528  
9130 South Dadeland Boulevard  
Miami, Florida 33156

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

Name

Address

Arnold D. Shevin

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

**ARTICLE VI - COMMENCEMENT**

This corporation shall commence as of 12:01 a.m., December 1, 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:

Name

Address

Kenneth B. Karl

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9130 South Dadeland Boulevard  
Miami, Florida 33156

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**ARTICLE VIII - INCORPORATOR**

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.

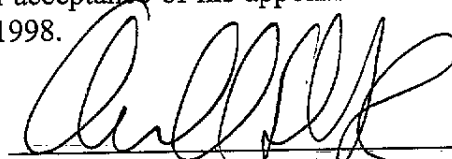
**ARTICLE X - INDEMNIFICATION**

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 1st of December, 1998.



Arnold D. Shevin, Incorporator  
and Registered Agent