

MAR 19 2004 10:48AM

HAILE SHAW DUFF

NO. 670

PP. 1/3

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FLORIDA LIMITED PARTNERSHIP

NICKLAUS INVESTMENTS (SARASOTA), LTD.

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|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 01 |
| Estimated Charge | \$87.50 |

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NICKLAUS INVESTMENTS (SARASOTA), LTD.**

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), does hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

1. The name of the Partnership is Nicklaus Investments (Sarasota), Ltd.
2. The address of the registered office of the Partnership pursuant to Section 620.105 of the Act is 11780 U. S. Highway One, Suite 300, North Palm Beach, Florida 33408, and the registered agent of the Partnership upon whom process may be served at that address is James H. Schnare II.
3. The name of the sole General Partner of the Partnership is NI (Sarasota), LLC, a Florida limited liability company, and its business address is 11780 U. S. Highway One, Suite 500, North Palm Beach, Florida 33408. 604-2058
4. The mailing address of the Partnership is 11780 U. S. Highway One, Suite 500, North Palm Beach, Florida 33408.
5. The latest date on which the Partnership is to be dissolved is December 31, 2034.
6. The Company has been formed for the purpose of investing in real property. In carrying out such purpose, the Company shall have all lawful powers permitted under the Act.

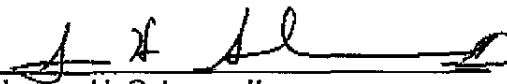
IN WITNESS WHEREOF, the undersigned has hereunto set his hand on the 19th day of March, 2004.

NI (Sarasota), LLC

By: 
Gary T. Nicklaus, Manager

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid Limited Partnership. I am familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.


James H. Schnare II

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HAILE SHAW PFAFF

NO. 679 P. 3/3

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AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

THE UNDERSIGNED, constituting the duly authorized representative of the sole general partner of Nicklaus Investments (Sarasota), Ltd., a Florida limited partnership, hereby certify that the amount of capital contributions of the Limited Partners of such Partnership and the amount anticipated to be contributed by them is a total of Seven Thousand Five Hundred Dollars (\$7,500.00).

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, the undersigned declares that I have read the foregoing Affidavit and know the contents thereof and that the facts stated herein are true and correct.

NI (Sarasota), LLC

By: 

Gary T. Nicklaus, Manager

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