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TALLAHASSEE, FLORIDA

3-13-03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 964137 82724A

AUTHORIZATION :

COST LIMIT : \$ ~~105,000~~ 140,000

ORDER DATE : March 12, 2003

ORDER TIME : 11:38 AM

ORDER NO. : 964137-005

CUSTOMER NO: 82724A

CUSTOMER: Ms. Diane Whitacre
Conroy Coleman & Hazzard, P.a.

Suite 115
2640 Golden Gate Boulevard
Naples, FL 34105

DOMESTIC FILING

NAME: SAN CARLOS SIX ACRES, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
SAN CARLOS SIX ACRES, LTD.
a Florida limited partnership**

The undersigned General Partner, desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Limited Partnership is San Carlos Six Acres, Ltd.
2. The address of the office of the Limited Partnership is c/o Pelican Bay Developments, Inc., 26811 South Bay Drive, Suite 350, Bonita Springs, Florida 34134.
3. The name and address of the agent for service of process on the Limited Partnership is J. Thomas Conroy, III, 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.
4. The name and business address of the General Partner is: Grand Bay Development / GP, LLC, a Florida Limited Liability Company, 26811 South Bay Drive, Suite 350, Bonita Springs, Florida 34134. LD3000001692
5. The mailing address of the Limited Partnership is c/o Pelican Bay Developments, Inc., 26811 South Bay Drive, Suite 350, Bonita Springs, Florida 34134.
6. The Limited Partnership shall dissolve and commence winding up and liquidating by December 31, 2025, unless all Partners agree to extend the term of the Partnership.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of San Carlos Six Acres, Ltd. this 17th day of March, 2005.

GENERAL PARTNER:

GRAND BAY DEVELOPMENT
L.L.C., a Florida limited liability
company

James A. Nashman, Managing Member

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared James A. Nashman, the Managing Member of Grand Bay Development / GP, LLC, a Florida Limited Liability Company, as General Partner of San Carlos Six Acres, Ltd., a Florida limited partnership (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Limited Partnership made by the limited partners is, in the aggregate, Fifty-one and No/100 (\$51.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury, I declare that I have read the foregoing and such statements are true, to the best of my knowledge and belief.

STATE OF FLORIDA
COUNTY OF LEE


James A. Nashman

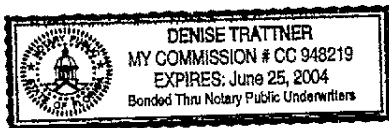
Sworn to and subscribed before me this 11th day of March, 2003 by James A. Nashman.

(SEAL)


Notary Public, State of Florida

DENISE TRATTNER
(Print, Type or Stamp Name of Notary Public)

Personally known _____ or
Type of Identification Produced



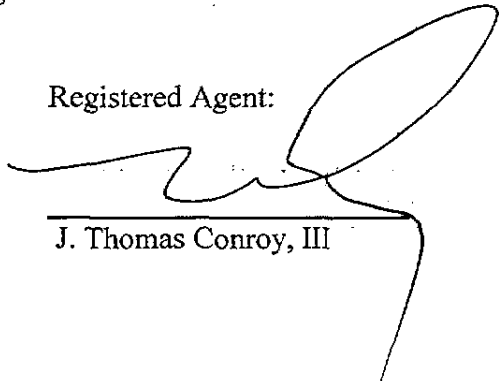
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for San Carlos Six Acres, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and on behalf of the Limited Partnership, to accept service of process for the Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:


J. Thomas Conroy, III

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