

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

CSC networks

000-342-8086

A95060000399

MAIL TO:
P.O. Box 5820
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 560686 9969A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : March 15, 1995

ORDER TIME : 10:26 AM

ORDER NO. : 560686

CUSTOMER NO: 9969A

CUSTOMER: Mr. Nick Rocknich III, Esq
NORTON MORAN HAMMERSLEY DUNLAP
GURLEY & LOPEZ, P.A.
Suite 610
1819 Main Street
Sarasota, FL 34237

800001435588
-03/21/95--01140--002
***1837.50 ***1837.50

DOMESTIC FILING

NAME: CALUSA LAKES, LTD.

G. TAX	_____
FILING	1757.00
R. AGENT FEE	25.00
G. COPY	57.50
TOTAL	1839.50
N. BANK	_____
BALANCE DUE	_____
PPFIND.	_____

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED STATE
SECRETARY OF CORPORATIONS
95 MAR 15 PM 1:11

3/15/95

BM

LAW OFFICES OF
NORTON, MORAN, HAMMERSLEY, DUNLAP, GURLEY & LOPEZ, P.A.

ANTHONY S. CABRERA
SCOTT W. DUNLAP*
JAMES D. OLSON
DAVID E. GURLEY
PHILIP N. HAMMERSLEY
NATALIE A. HERRIG***
E. JOHN LOPEZ**
JOHN A. MORAN
DAVID D. NEISER
SAM D. NORTON*

SARASOTA CITY CENTER
1819 MAIN STREET
SUITE 610
SARASOTA, FLORIDA 34236
TELEPHONE 813-954-4691
TELECOMPER 813-954-2128

FORT MYERS OFFICE:
SUN BANK FINANCIAL CENTER
SUITE 400
12730 NEW BRITANNY BLVD.
FORT MYERS, FLORIDA 33907
TELEPHONE 813-936-8622
TELECOMPER 813-275-1179

*BOARD CERTIFIED
REAL ESTATE LAWYER

**BOARD CERTIFIED
TAX LAWYER

***ALSO ADMITTED TO PRACTICE IN ILLINOIS

March 14, 1995

Secretary of State
Limited Partnership Division
409 East Gaines Street
Tallahassee, FL 32301

Re: Calusa Lakes, Ltd.

Dear Sir or Madam:

Enclosed please find one original and one copy of the following documents for the above-referenced limited partnership:

- (1) Certificate of Limited Partnership
- (2) Acceptance of Appointment as Registered Agent
- (3) Affidavit of Capital Contributions.


I have also enclosed a check made payable to the Secretary of State totaling \$1,837.50 to cover the following items:

- (1) Filing of Certificate of Limited Partnership - \$1,750.00
- (2) Appointment of Registered Agent - \$35.00
- (3) Certified copy of the above-referenced documents - \$52.50.

We would appreciate your returning the certified copy of the above-referenced documents to the undersigned.

Thank you.

Yours very truly,


Nick Roknich, III
For the Firm

NR:ss
Enclosure
C:\20681\State.ltr

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SECRETARY OF CORPORATIONS
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
CALUSA LAKES, LTD.

THE UNDERSIGNED, desiring to form a limited partnership pursuant to Section 620.108, of the Florida Statutes, hereby certify as follows:

1. The name of the partnership is "Calusa Lakes, Ltd.".
2. The character of the partnership's business is to own, develop, manage, sell and lease or otherwise dispose of certain real property in the State of Florida and to conduct such other business as the general partners may, in their sole discretion, from time to time deem appropriate.
3. The initial registered office of the partnership is 2477 Stickney Point Road, Suite 221-B, Sarasota, Florida 34231. The name of it's initial registered agent is Nick Roknich, III.
4. The name and business addresses of the general partners are as follows:

S. W. Johnson Development, Inc.
2477 Stickney Point Road
Suite 221-B
Sarasota, Florida 34231

Nisley Calusa Development, Inc.
2535 Bee Ridge Road
Sarasota, Florida 34239
5. The mailing address for the limited partnership and its principal place of business in the state of Florida is 2477 Stickney Point Road, Suite 221-B, Sarasota, Florida 34231.
6. The latest date upon which the limited partnership is to dissolve shall be December 31, 2005.

IN WITNESS WHEREOF, the parties hereto have set their hands this 6TH day of MARCH, 1995.

GENERAL PARTNERS:

S. W. Johnson Development, Inc.

By: Sherell W. Johnson, Jr.
Sherell W. Johnson, Jr., President

Nisley Calusa Development, Inc.

By: Andrew M. Nisley
Andrew M. Nisley, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 15 1995

J 75147

P45000011119

LIMITED PARTNERS:

S. W. Johnson Investments, Inc.

By: [Signature]
Shorell W. Johnson, Jr., President

Nisley Investments, Inc.

By: [Signature]
Andrew M. Nisley, President

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAR 15 PM 1:11

State of Florida)
County of Sarasota)

I HEREBY CERTIFY that before me, the undersigned authority, duly authorized in the State and County named above to administer oaths, personally appeared SHERELL W. JOHNSON, JR. as the President of S. W. JOHNSON DEVELOPMENT, INC. and S. W. JOHNSON INVESTMENTS, INC., to me known to be the person who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed on behalf of said corporations.

WITNESS my hand and official seal in the State and County last aforesaid this 10th day of March, 1995

[Signature]
Notary Public
My commission expires:

NOTARY PUBLIC
STATE OF FLORIDA
CYNTHIA ANN ERNST
COMMISSION # CC 435900
EXPIRES JAN 30, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

State of Florida)
County of Sarasota)

I HEREBY CERTIFY that before me, the undersigned authority, duly authorized in the State and County named above to administer oaths, personally appeared ANDREW M. NISLEY as the President of NISLEY CALUSA DEVELOPMENT, INC. and NISLEY INVESTMENTS, INC., to me known to be the person who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed on behalf of said corporations.

WITNESS my hand and official seal in the State and County last aforesaid this 6th day of MARCH, 1995

[Signature]
Notary Public
My commission expires:



F. THOMAS HOPKINS, III
MY COMMISSION # CC321162 EXPIRES
November 9, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CALUSA LAKES, LTD., a Florida limited partnership (the "Partnorship") in the foregoing Certificate of Limited Partnership, I, NICK ROKNICH, III, on behalf of the Partnership hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of all duties of registered agent.

WITNESSES:

Sandra Suchoval
Sandra Suchoval

REGISTERED AGENT:

BY: Nick Roknich, III
NICK ROKNICH, III

FILED
DIVISION OF STATE
SECRETARY OF
CORPORATIONS
SEP 15 11:11

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th day of March, 1995, by NICK ROKNICH, III, as Registered Agent, who is personally known to me or who has produced as identification, and who did [] did not take an oath.

Sandra Suchoval
(Notary Public Signature)

SANDRA SUCHOVAL
(Notary's Name Typed, Printed or Stamped)

226158
(Commission Number)

9/7/96
(Commission Expires)



OFFICIAL SEAL
SANDRA SUCHOVAL
My Commission Expires
Sept. 7, 1996
Comm. No. CC 226158

AFFIDAVIT OF CONTRIBUTION BY LIMITED PARTNERS

BEFORE ME, the undersigned authority personally appeared
SHERELL W. JOHNSON, JR., as President of S. W. JOHNSON INVESTMENTS, INC., as the Limited Partner of a certain Limited Partnership known as "CALUSA LAKES, LTD.", and who being first duly sworn deposes and says:

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JAN 15 PM 3:11

1. The initial capital contribution of S. W. JOHNSON INVESTMENTS, INC. to the Limited Partnership is Two Hundred Eighty Thousand and 00/100 (\$280,000.00) Dollars. Additional capital contributions of up to \$720,000.00 (\$1,000,000.00 total) are committed if required.

2. The initial capital contribution of NISLEY INVESTMENTS, INC., to the Limited Partnership is Two Hundred Eighty Thousand and 00/100 (\$280,000.00) Dollars. Additional capital contributions of up to \$720,000.00 (\$1,000,000.00 total) are committed if required.

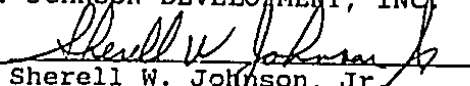
3. In the event additional contributions are required then S. W. JOHNSON INVESTMENTS, INC. shall contribute forty (40%) percent of the required amount, and NISLEY INVESTMENTS, INC. shall contribute forty (40%) percent of the required amount. The General Partners shall each contribute ten (10%) percent of any additional capital required.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNERS:

S. W. JOHNSON DEVELOPMENT, INC.

By:


Sherell W. Johnson, Jr.
President

NISLEY CALUSA DEVELOPMENT, INC.

By: 

Andrew M. Nisley
President

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SECRETARY OF CORPORATIONS
95 MAR 15 PM 1:11

LIMITED PARTNERS:

S. W. JOHNSON INVESTMENTS, INC.

By: 

Sherell W. Johnson, Jr.
President

NISLEY INVESTMENTS, INC.


By: 

Andrew M. Nisley
President

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that before me, the undersigned authority, duly authorized in the State and County named above to administer oaths, personally appeared SHERELL W. JOHNSON, JR. as President of S. W. JOHNSON DEVELOPMENT, INC., and as President of S. W. JOHNSON INVESTMENTS, INC., and by ANDREW M. NISLEY, as President of NISLEY CALUSA DEVELOPMENT, INC., and as President of NISLEY INVESTMENTS, INC., to me known to be the persons who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed on behalf of said corporations.

WITNESS my hand and official seal in the State and County last aforesaid this 6TH day of MARCH, 1995.


Notary Public

My Commission Expires:



F. THOMAS HOPKINS, III
MY COMMISSION # CC321162 EXPIRES
November 9, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

CALUSA LAKES, LTD.
2477 STICKNEY POINT ROAD, SUITE 221-B
SARASOTA, FL 34231

900001698359
-01/25/96--01084--007
***504.00 ***504.00

FILED
96 JAN 23 AM 10:35
SEC. OF STATE
TALLAH. - FLORIDA

[illegible]

Supplemental
affidavit
increasing contrib
to \$1,072,000.00

C. TAX 504.00

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of CALUSA LAKES, LTD. a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is \$1,072,000.00.

This _____ day of December, 1995.

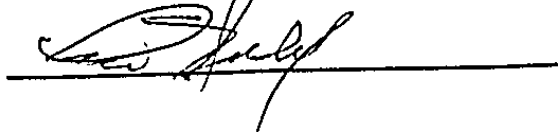
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we declare that we have read the foregoing and that the facts are true, to the best of our knowledge and belief.

S.W. JOHNSON, JR, PRESIDENT
S.W. JOHNSON DEVELOPMENT, INC.



ANDREW M. NISLEY, PRESIDENT
NISLEY CALUSA DEVELOPMENT, INC.



Fees: \$7 per \$1000, based on the additional contributions.
Minimum \$52.50 - Maximum \$1750.00

FILED
96 JAN 23 AM 10:08
TALLAHASSEE, FLORIDA

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Matham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 JAN 23 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

CALUSA LAKES, LTD.

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000399

Mailing Address

2477 STICKNEY POINT ROAD, SUITE 221-B
SARASOTA FL 34231

Principal Office Address

2477 STICKNEY POINT ROAD, SUITE 221-B
SARASOTA FL 34231

If above addresses are incorrect in any way, file through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA 03/15/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record
\$1,000,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$1,072,000.00

6. FID Number
65-0566173

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$8.75 Additional Fee required
for a Certificate of Status

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

ROKNICH, NICK III
2477 STICKNEY POINT ROAD, SUITE 221-B
SARASOTA FL 34231

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State Apt # etc

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statute, the above named Limited Partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with and accept the obligations of section 620.192, Florida Statutes.

DATE

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

S. W. JOHNSON DEVELOPMENT, I
NISLEY CALUSA DEVELOPMENT, I

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

2477 STICKNEY POINT R
2535 BEE RIDGE ROAD

11b. City, State & Zip Code

SARASOTA FL 34231
SARASOTA FL 34239

11c. Registered
Document Number

J75147
P95000011119

700001698367
-01/25/96--01090--010
***578.25 ***578.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(2)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with section 119.07(2)(b) in the event that the information supplied is determined exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE

S. W. Johnson, Jr., President of

DATE

12/28/95
941-923-4728

Telephone Number

Typed or Printed Name of General Partner Signing Form

S. W. Johnson Development, Inc.

0006370

CR2E003 (5/95)

A95000000399

8:07 AM

1/02/97
 NAME: 095000000399 S1:11 DCL 01/21/97 LP
 CLASS: 00000000000000000000
 DCL CODE: 1,072,000.00
 NAME: CALUSA LAKES, LTD.
 ADDRESS: 2477 STICKNEY POINT ROAD, SUITE 221-B
 SARASOTA, FL 34231
 PHONE: 941-342-3111
 FAX: 941-342-3111
 R0 ADDR: 2477 STICKNEY POINT ROAD, SUITE 221-B
 SARASOTA, FL 34231 US
 AND REP:

TELE: 65-0566173

FLD: 03/15/1995
 FLD: 01/23/1996

(1996) T 01/23/96

FILED
 SECRETARY OF CORP
 DIVISION OF CORP
 55 DEC 31 PM 3:11

1/02/97
 GENERAL PARTNER DETAIL SCREEN
 CORE NUMBER: 095000000399 CORE NAME: CALUSA LAKES, LTD.
 NAME: S. D. JOHNSON DEVELOPMENT, INC.
 2477 STICKNEY POINT ROAD, SUITE 221-B
 SARASOTA, FL 34231
 NAME: BUSLEY CALUSA DEVELOPMENT, INC.
 2535 DEL RIDGE ROAD
 SARASOTA, FL 34239

DOC #: 575147

DOC #: 09500001719

600002052186--4
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 ***2326.25 ***1750.00

\$1750.00-FF

Name	A95-399
Availability	
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of Calusa Lakes, Ltd., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.


The total amount of the capital contributions of the limited partners is \$ 2,000,000.

This 30th day of December, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we declare that we have read the foregoing and that the facts are true, to the best of our knowledge and belief.

General Partners


S.W. Johnson Development, Inc.
by: S.W. Johnson, Jr., President


Nisley Calusa Development, Inc.
by: Andy Nisley, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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