May 31, 2001

Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314 MJH

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SUBJECT: Bay Alliance Limited Partnership

200004415822--6 -06/12/01--01038--007 \*\*\*\*\*96.25 \*\*\*\*\*\*96.25

Enclosed is an original and one (1) copies of the Certificate of Limited Partnership and Affidavit of Capital Contributions together with a check for \$96.25 payable to the Florida Department of State which represents the filing fees and request for a certified copy.

Once the Certificate has been filed please mail to:

Cheri S. Hill Sage International, Inc. 1135 Terminal Way #209 Reno NV 89502 (775) 786-5515

If you have any questions please call me. Thanks for your assistance with this matter.

Sincerely,

Cheri S. Hill Senior Vice President OI JUN 12 PM 4: 00
SECRETARY OF STATE

## CERTIFICATE OF LIMITED PARTNERSHIP

- 1. Name of Limited Partnership: Bay Alliance Limited Partnership
- 2. Business Address of the Limited Partnership: 226 College Ave., Panama City, FL 32401
- 3. Name of the Registered Agent for Service of Process: Natalie T. Schubert
- 4. Florida street address for Registered Agent: 226 College Ave., Panama City, FL 32401

5. (Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

- 6. Mailing address of the Limited Partnership: 226 College Ave., Panama City, FL 32401
- 7. The latest date upon which the Limited Partnership is to be dissolved: October 1, 2025
- 8. Name(s) of general partner(s):

Street address:

Emerald Funding Group Inc.

226 College Ave., Panama City, FL 32401

Pul000013878

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed May 31, 2001

Signature of all general partners:

Emerald Funding Group Inc.

Natalie T. Schubert, Presiden

ECRETARY OF STATE

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of Bay Alliance Limited Partnership, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ None

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000.00.

Signed: May 31, 2001

## FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

General Partners:

Emerald Funding Group Inc.

Natalie T Schubert President