

A 05000001640

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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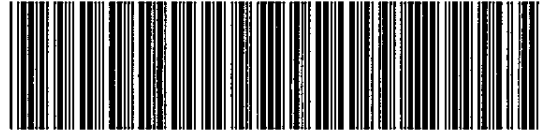
(Business Entity Name)

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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Old Port Capital, Ltd.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
OLD PORT CAPITAL, LTD.**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states as follows:

1. The name of the partnership shall be OLD PORT CAPITAL, LTD. (the "Partnership").

2. The address of the office of the Partnership is:

101 East Kennedy Boulevard
Suite 3300
Tampa, FL 33602

3. The name and address of the agent for service of process on the Partnership are as follows:

Brad A. Gordon
101 East Kennedy Boulevard
Suite 3300
Tampa, FL 33602

4. The name and business address of the General Partner are as follows:

NAME _____ ADDRESS

CAY SAL INTERNATIONAL, INC.	101 East Kennedy Blvd. Suite 1100 Tampa, FL 33602
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5. The mailing address of the Partnership is:

101 East Kennedy Boulevard
Suite 3300
Tampa, FL 33602

6. The latest date upon which the Partnership shall dissolve is December 31, 2055, unless sooner terminated as provided in the Limited Partnership Agreement OLD PORT CAPITAL, LTD. or by law.

The execution of this Certificate of Limited Partnership by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned, constituting the sole General Partner of OLD PORT CAPITAL, LTD., has executed this Certificate of Limited Partnership of OLD PORT CAPITAL, LTD., on this 15 day of August, 2005.

GENERAL PARTNER:
CAY SAL INTERNATIONAL, INC.,
a Florida corporation

By: *Li Gibson*

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SECURITY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named as Registered Agent for OLD PORT CAPITAL, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, hereby agrees to accept service of process for the Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of Registered Agent.



BRAD A. GORDON

REGISTERED AGENT

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting sole General Partner of OLD PORT CAPITAL, LTD., a Florida limited partnership (the "Partnership"), state and certify as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is TWENTY THOUSAND DOLLARS (\$20,000.00).

2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is TWO HUNDRED TWENTY THOUSAND DOLLARS (\$220,000.00).

FURTHER AFFIANT SAYETH NOT.

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

DATED this 15 day of August, 2005.

GENERAL PARTNER

CAY SAL INTERNATIONAL, INC.,
a Florida corporation,

By: *Kimberly L. Wilson*
Name: Kimberly L. Wilson
Title: Chairman