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(Requestor's Name)

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(City/State/Zip/Phone #)

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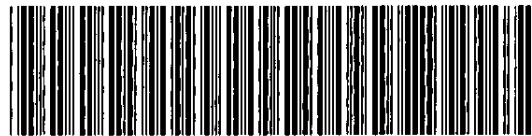
(Business Entity Name)

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B. KOHR

MAR 25 2011

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

VENETIAN RAIL PARTNERS, LP

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Signature _____

Requested by Seth

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

CERTIFICATE OF LIMITED PARTNERSHIP

FOR

VENETIAN RAIL PARTNERS, LP

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The undersigned, under the provisions of Chapter 620 of the Florida Statutes (the "Act"), for the purpose of forming a limited partnership under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited partnership is VENETIAN RAIL PARTNERS, LP (hereinafter referred to as the "Limited Partnership").

2. Period of Duration.

Unless earlier terminated under the Act or the Partnership Agreement, the period of duration of the Limited Partnership shall be perpetual.

3. Purpose.

The purpose for which the Limited Partnership is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Limited Partnership shall have all of the powers vested in a limited partnership organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Limited Partnership is 523 Turtle Hatch Lane, Naples, Florida, 34103, and the street address of the designated office for the Limited Partnership is 523 Turtle Hatch Lane, Naples, Florida, 34103. These addresses may be changed from time to time as provided in the Partnership Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Limited Partnership is Walter L. Ballard, Jr., an individual who is a resident of the State of Florida, and the street address of the initial registered office is 523 Turtle Hatch Lane, Naples, Florida, 34103.

6. Capital Contributions.

Contributions to the capital of the Limited Partnership shall be made by the partners, in the manner prescribed by the written Partnership Agreement made and entered into by the partners and which may be amended from time to time in accordance with its terms.

7. Partners.

The Limited Partnership shall have at least two partners and may admit additional partners on the prior unanimous written agreement of the then-existing partners, or as otherwise provided in the Partnership Agreement.

8. General Partner.

The name and business address of each General Partner is:

Southern Rail Management, LLC
523 Turtle Hatch Lane
Naples, Florida 34103

L08000068079

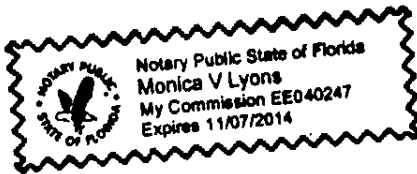
IN WITNESS THEREOF, I Walter L. Ballard, Jr., manager of Southern Rail Management, LLC, the General Partner, has signed this Certificate of Limited Partnership this 27th day of March, 2011.

Walter L. Ballard, Jr.

Walter L. Ballard, Jr., Manager
Southern Rail Management, LLC
General Partner

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me on the 24th day of March, 2011, by Walter L. Ballard, Jr., Manager of Southern Rail Management, LLC, the General Partner of Venetian Rail Partners, LP, who (☒) is personally known to me or (☐) produced _____ as identification.



Monica V. Lyons
Notary Public — State of Florida
(Seal) Monica V. Lyons

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited partnership at the place designated in this statement. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 620, Florida Statutes.

By: Walter L. Ballard, Jr.
Walter L. Ballard, Jr.

Date: MARCH 24, 2011