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Neapolitan Rail Partners, LP

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**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
NEAPOLITAN RAIL PARTNERS, LP**

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 NEAPOLITAN 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 L & L Para Ltd. Co., a Florida limited liability company. The street address and the mailing address of the initial registered office is 27911 Crown Lake Boulevard, Suite 201, Bonita Springs, Florida, 34135.

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.

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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:

Neapolitan Investment Management, LLC
523 Turtle Hatch Lane
Naples, Florida 34103

L12-116873

IN WITNESS THEREOF, I, Melissa B. Brennan, manager of Neapolitan Investment Management, LLC, the General Partner, has signed this Certificate of Limited Partnership this 11th day of September, 2012. I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in section 817.155 of the Florida Statutes.


Melissa B. Brennan, Manager
Neapolitan Investment Management, LLC
General Partner

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the appointment as registered agent and agree to act in this capacity and 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.

By: Monica V. Lyons
Monica V. Lyons, Esq., Manager
L&L Para Ltd. Co.

Date: September 11, 2012

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**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
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