

Certificate of Limited Partnership

**A03000000166
FILED
February 03, 2003
Sec. Of State**

Name of Limited Partnership:

ADAMS MANAGEMENT USA, LTD.

Business Address of Limited Partnership:

2701 PONCE DE LEON BLVD.
SUITE 302
CORAL GABLES, FL. US 33134

Mailing Address of Limited Partnership:

2701 PONCE DE LEON BLVD.
SUITE 302
CORAL GABLES, FL. US 33134

The name and Florida street address of the registered agent is:

JOHN C ADAMS
2701 PONCE DE LEON BLVD.
SUITE 302
CORAL GABLES, FL. 33134

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JOHN C. ADAMS

The latest date upon which the Limited Partnership is to be dissolved is:

DECEMBER 31, 2047

The name and address of all general partners are:

Title: G
ADAMS MANAGEMENT USA, INC.
2701 PONCE DE LEON BLVD., SUITE 302
CORAL GABLES, FL. 33134 US

**Affidavit of Capital Contributions
For Florida Limited Partnership**

**A03000000166
FILED
February 03, 2003
Sec. Of State**

The undersigned constituting all of the general partners of:
ADAMS MANAGEMENT USA, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
1,000.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
8,981,000.00

Signed this Third day of February, 2003

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

General Partner Signature: JOHN C. ADAMS, PRESIDENT