

Certificate of Limited Partnership

A05000001805

FILED

September 27, 2005

Sec. Of State

gharvey

Name of Limited Partnership:

U.S. CAPITAL MANAGEMENT GROUP LIMITED PARTNERSHIP

Business Address of Limited Partnership:

3820 COLONIAL BLVD

101

FORT MYERS, FL. 33912

Mailing Address of Limited Partnership:

3820 COLONIAL BLVD

101

FORT MYERS, FL. 33912

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

KLINK DEVELOPMENT CORP.

3820 COLONIAL BLVD

101

FORT MYERS, FL. 33912

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

Registered Agent Signature: DIETMAR KLINK

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

12/31/2099

The name and address of all general partners are:

Title: G

KLINK DEVELOPMENT CORPORATION

3820 COLONIAL BLVD SUITE 101

FORT MYERS, FL. 33912

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

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The undersigned constituting all of the general partners of:
U.S. CAPITAL MANAGEMENT GROUP LIMITED PARTNERSHIP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
100.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
5,000,000.00

Signed this Twenty Seventh day of September, 2005

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: KLINK DIETMAR