



State of Ohio
Department of State

Date 11/27/90

G0991-0834
Number FL784797

Sherrod Brown
Secretary of State

Receipt No. 42537

G991-0834 0159

Received of PRENTICE HALL CORPORATE SERVICES
or filed by _____

The sum of \$ 75.00 for filing FLA PER _____ of

ADAMS H.L. LIMITED, INC. (ADAMS HOLDINGS LIMITED)

Returned to: 42537
PRENTICE HALL CORPORATE SERVICES
ATTN: P. ALLERSMEYER
15 COLUMBUS CIRCLE
NEW YORK, NY 10023-7773

FLA \$ 75.00
PER _____

RECEIPT

Name: SEC 6001ADAMS H.L. LIMITED, INC. (ADAMS HOLDINGS LIMITED)

Total Fee: \$ 75.00

G0991-0835



Department of State

The State of Ohio**Sherrod Brown**
Secretary of State

FL 784 797

 Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: FLA PER

of:

ADAMS H.L. LIMITED, INC. (ADAMS HOLDINGS LIMITED)

STATE OF INCORP: NA

TYPE OF LICENSE: PERMANENT

EXPIRATION DATE: VALID UNTIL CANCELLED FOR FAILURE TO FILE REPORTS

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6991 at Frame 0836 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 10TH day of AUG,

A.D. 19 90.

Sherrod Brown
Sherrod Brown
Secretary of State



Prescribed by
SHERROD BROWN Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form FLF (September 1989)

G0991-0836

Approved JS
 Date 8-18-90
 Fee 7500

FOREIGN CORPORATION APPLICATION FOR LICENSE

- The name of the corporation is Adams Holdings Limited, doing business in Ohio as Adams H.L. Limited, Inc.
- The application is made to secure a ☒ permanent ☐ temporary license.
- The corporation was incorporated on November 5 1982 under the laws of the state of the Bahamas
(month) (day) (year)
- The corporation's principal office is located at P.O. Box N 3708
Nassau Bahamas
(city, village or township) (state) (zip code)
- The corporation's principal office within Ohio is located in Columbus
Franklin County, Ohio 43215-5436
(city, village or township) (zip code)
- The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in the state of Ohio. The name and complete address of the statutory agent is: (SEE INSTRUCTION NO. 4 ON SECOND PAGE)
The Prentice-Hall Corporation 380 South 5th Street
System, Inc.
(name) (street)
Columbus (Franklin County) Ohio 43215-5436
(city, village or township) (zip code)
 (NOTE: P.O. Box addresses are not acceptable for cities with populations over 2000.)
- The corporation irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the SECRETARY OF STATE IF:
 (a) the agent cannot be found, or
 (b) the corporation fails to designate another agent when required to do so, or
 (c) the corporation's license to do business in Ohio expires or is cancelled.
- The corporation will exercise the following corporate purpose(s) in Ohio:
 (Please provide a brief but specific description; a general purpose clause is not sufficient.)
The Corporation will own real property and collect income from the
real property.
- Has the corporation obtained a license to transact business in Ohio at any time in the past? ☐ yes ☒ no.
 If yes, prior License No. _____ issued _____
(date)
- The date on which the corporation began transacting business in Ohio:
☒ Date February, 1985
 OR
☐ will begin business upon approval of application.
- Is this application being made to enable the corporation to prosecute or defend a legal action? ☐ yes ☒ no.
 (SEE INSTRUCTION NO. 5 ON SECOND PAGE)
- The corporation has currently authorized -5,000- shares of stock and has issued -5- shares.

(OVER)

STATE OF OHIO }
COUNTY OF CUYAHOGA } SS.

I, CARLOS DELANO SCHARGODSKY, being duly sworn, state that I am the

- ☒ President
☐ Vice President
☐ Secretary
☐ Treasurer

of Adams Holdings Limited, doing business in Ohio as Adams H.L. Limited, Inc.
(name of corporation)
the best of my knowledge and belief.

x [Signature]
(Signature)

SWORN TO AND SUBSCRIBED IN MY PRESENCE

THIS 28 DAY OF AUG, 1970.

[Signature] (Signature of notary) Barbara Hemingway
My commission expires December 31, 1971 Notary Public

NOTARY SEAL

INSTRUCTIONS

1. This application must be accompanied by an original certificate of good standing from the state in which the applicant is incorporated, dated not more than 60 days prior to the filing of the application. (O.R.C. 1703.04(A))
2. The filing fee for a permanent license is \$75.00 and for a temporary license is \$125.00. (O.R.C. 1703.04 (C), 1703.13).
3. The application must be signed by the president, vice-president, secretary or treasurer of the corporation and must be notarized. (O.R.C. 1703.041)
4. In Item 6, the agent for service of process may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign corporation licensed in Ohio which is explicitly authorized by its articles to act as statutory agent and which has a business address in Ohio. (O.R.C. 1703.041)
5. No foreign corporation which previously should have obtained a license to do business in Ohio shall maintain any action in any court until it has obtained such a license. Before the corporation shall maintain such action on any cause of action arising at the time when it was not licensed to transact business in this state, it shall pay to the Secretary of State a forfeiture of two hundred fifty dollars with this license application. (O.R.C. 1703.29) It is only under these circumstances that question no. 11 should be answered "yes". Under all other circumstances the answer to this question should be "no".

NOTE: Foreign corporations doing business in Ohio must file each year with the Secretary of State an Annual Statement of Proportion of Capital Stock (Form 7), showing activity in Ohio during the preceding calendar or fiscal year. This report is due March 31st, unless an extension has been requested in writing and has been granted. (O.R.C. 1703.07).

The report is separate and distinct from the Ohio Franchise Tax Report.

If the corporation has been doing business in Ohio prior to the date of licensing, it must submit a Form 7 for each of the years of unlicensed operation in Ohio, together with a certificate from the Ohio Department of Taxation showing that all applicable Franchise Taxes have been paid. For information on this certificate (D-4), call the Department of Taxation at 614-433-7636.

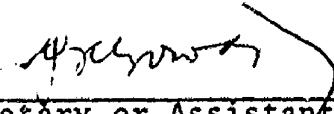
C-200A

G0991-0838

RESOLUTION
OF
FOREIGN CORPORATION
TO
QUALIFY UNDER AN ASSUMED NAME

The undersigned hereby certifies that the Board of Directors of Adams Holdings Limited, a foreign corporation desiring a license to transact business in Ohio, did on the 8 day of 28, 1940, adopt the following resolution, to wit:

RESOLVED, that the corporation is hereby directed to make application for a license to transact business in Ohio under the assumed name of Adams H.L. Limited, Inc., and that the corporation will transact business in Ohio only under such assumed name.

By: Secretary or Assistant Secretary

STATE OF OHIO
DEPARTMENT OF TAXATION

D-4

Secretary of State:

August 9, 1990

This is to certify that

ADAMS HOLDING LIMITED

P. O. Box N 3708, Nassau, Bahamas

filed with this department
and fees associated with such reports.

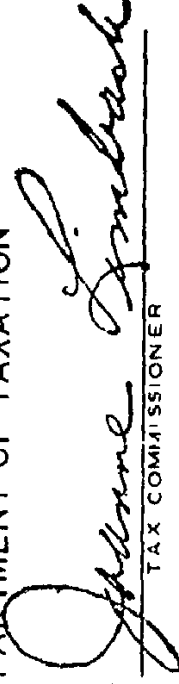
thru 1990

Franchise Tax Report(s) and paid all taxes

Additional tax liability may be incurred at a later date due to a departmental audit of the Corporations Franchise
Tax Reports.

DEPARTMENT OF TAXATION

BY


TAX COMMISSIONER

00991-0839

** 200 2000 10101 **

G0991-0840

A STATEMENT ATTACHED TO AND MADE PART OF
OHIO FORM 7 TAX RETURN
FOR

STATEMENT

Identification Number

Adams, Electra & Cambridge is a partnership which does business in Ohio and other states. The partnership is owned by 3 foreign corporate partners namely:

- 1) Adams Holding Company
- 2) Electra Holding Company
- 3) Cambridge Trading Company

The three corporations do not own assets nor do they conduct business. They are mainly a flow through entity. This means their corporate return shows an investment account in the balance sheet and an interest in the income statement. Because the partnership has been running at a loss, hence, their negative balances on the Form 7 of Ohio Annual Statement Statement of Proportion of Capital.

0900n4

G0991-0841

Commonwealth of The Bahamas
Registrar General's Department

P. O. Box N-532
Nassau, Bahamas

Certificate of Good Standing

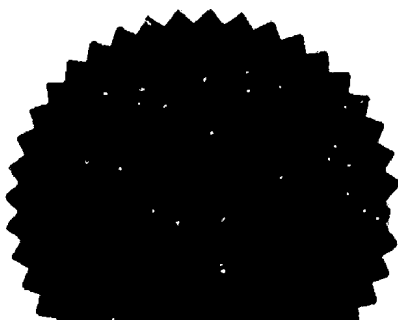
No. 28,787

ADAMS HOLDINGS LIMITED

I, **NATHANIEL McARTHUR DEAN**, Registrar General
of the Commonwealth of The Bahamas, Do Hereby Certify That:

1. The above Company was duly Incorporated under the provision of the Companies Act (Chapter 279) on the 5th day of November 19 82 as Company No. 28,787 of the Register of Companies.
2. The name of the Company is still on the Register of Companies and the Company has paid all fees, licence fees, penalties and has filed all statements and returns.
3. The Company has not informed me that it is in the process of being wound up and dissolved.
4. No proceedings have been instituted to strike the name of the Company off the said Register.
5. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

Given under my hand and seal at
Nassau in the Commonwealth of
The Bahamas this 12th
day of July 19 90



G0991-0842

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Prentice Hall Corporate Services
(Name of Firm or Company)

Paul Allersmeyer
(Attention)

15 Columbia Circle
(Street Address)

New York, N.Y. 10023-7773
(City, State and Zip Code)

() -221-4407 (Telephone Number)

Paul Allersmeyer

How many documents are being filed? 1

Type of payment

 Check (please indicate check # 7)

 Cash

Amount of payment \$ 75⁰⁰

CORRESPONDENCE