



F01000006389

ACCOUNT NO. : 072100000032

REFERENCE : 367086 4304512

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pigato

01 DEC 14 PM 8:39
TALLAHASSEE, FLORIDA

ORDER DATE : December 13, 2001

ORDER TIME : 4:05 PM

ORDER NO. : 367086-005

CUSTOMER NO: 4304512

CUSTOMER: Ms. Gina Parra
Sidley, Austin, Brown & Wood
Bank One Plaza
10 South Dearborn Street
Chicago, IL 60603

RECEIVED
01 DEC 14 PM 4:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: NORSHIELD ASSET MANAGEMENT
LTD.

BK

XXXX QUALIFICATION (TYPE: CO)

8000004727278--8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

(Signature)

FILED
01 DEC 14 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Norshield Asset Management Ltd., Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 14, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification.
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. 225 N.E. Mizner Blvd., Suite 300, Boca Raton, FL 33432
(Principal office address)
225 N.E. Mizner Blvd., Suite 300, Boca Raton, FL 33432
(Current mailing address)
8. Financial Services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

**Brian Courtney
as its agent**

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Nicholas Markos

Address: 225 N.E. Mizner Blvd., Suite 300

Boca Raton, FL 33432

Director: _____

Address: _____

B. OFFICERS

President: Nicholas Markos

Address: 225 N.E. Mizner Blvd., Suite 300

Boca Raton, FL 33432

Vice President: _____

Address: _____

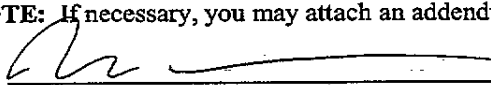
Secretary: Nicholas Markos

Address: 225 ~~Nxxe~~ N.E. Mizner Blvd., Suite 300, Boca Raton, FL 33432

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Nicholas Markos; President
(Typed or printed name and capacity of person signing application)

FILED
01 DEC 14 AM 8 40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORSHIELD ASSET MANAGEMENT LTD." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
01 DEC 14 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3456666 8300

AUTHENTICATION: 1502870

010641209

DATE: 12-13-01