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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

NOV 9 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wellington Shields & Co., LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Philip Curcuru
Name of Person

Wellington Shields & Co., LLC
Firm/Company

140 Broadway, 44th Floor
Address

New York, N.Y. 10005
City/State and Zip Code

philip.curcuru@shieldsandco.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Philip Curcuru at (212) 320-3032
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Wellington Shields & Co., LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. New York 3. 26-3489406
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 29, 2008 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 140 Broadway, 44th Floor
New York, N.Y. 10005
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

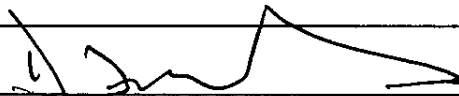
Charles H. Wellington, Joseph V. Shields, Jr, David V. Shields, Ralph J. Scarpa,

Thomas W. Grant, Paul I. Gulden, Jr and Laurence A. Shadek all with business address:

Wellington Shields & Co., LLC 140 Broadway, 44th Floor New York, N.Y. 10005

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Securities brokerage


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

David V. Shields *DAVID V. SHIELDS*
Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Wellington Shields & Co., LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Kevin Van Cleve c/o Wellington Shields & Co., LLC
(Name)

2900 S. Tamiami Trail
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Sarasota, FL 34239
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 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 as provided for in Chapter 608, Florida Statutes.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

State of New York
Department of State } ss:

I hereby certify, that WELLINGTON SHIELDS, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 08/29/2008, and that the Limited Liability Company is existing so far as shown by the records of the Department.

A Certificate of Amendment WELLINGTON SHIELDS, LLC, changing its name to WELLINGTON SHIELDS & CO., LLC, was filed 09/11/2008.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 27th day of October two
thousand and nine.*



First Deputy Secretary of State

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