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FILED

Christian M. Bradeen
636 Rambling Drive Circle
Wellington, Florida 33414

01 APR 30 AM 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 26, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Wellington Capital Partners, INC.
Articles of Incorporation**

To whom it may concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation of Wellington Capital Partners and a check in the amount of \$78.75. Should you have any questions, please call 561-248-1111.

Sincerely,



Christian M. Bradeen

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Christian Bradeen GAVE
AUTHORIZATION BY PHONE TO
CORRECT SUFFIX
DATE 5-2
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ARTICLES OF INCORPORATION

OF

Wellington Capital Partners, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is Wellington Capital Partners (the "Corporation").

ARTICLE II
STREET ADDRESS

The street address of the Corporation is 636 Rambling Drive Circle, Suite 100, Wellington, Florida 33414.

ARTICLE III
CAPITAL STOCK

The number of shares of capital stock that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value \$.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 636 Rambling Drive Circle, Suite 100, Wellington, Florida 33414. The name of the Corporation's initial registered agent at that office is Christian M. Bradeen.

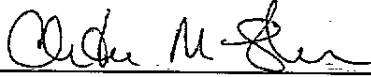
ARTICLE V
INCORPORATOR

The name and address of the incorporator of the Corporation is Christian M. Bradeen, 636 Rambling Drive Circle, Wellington, Florida 33414.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26 day of April, 2001.



Christian M. Bradeen, Incorporator

CERTIFICATE OF ACCEPTANCE

BY

THE REGISTERED AGENT

FILED

01 APR 30 AM 9: 55

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Wellington Capital Partners, a Florida corporation, in the Corporation's Articles of Incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26 day of April, 2001.



Christian M. Bradeen