

**F 01000070903**  
**EDWARD R. BRYANT JR.**  
**ATTORNEY AT LAW / CPA**

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-07/13/01--01003--001  
\*\*\*157.50 \*\*\*122.50

July 6, 2001

The Department of State  
Division of Corporations  
409 Gains Street  
Tallahassee, Florida 32399

RE: Wellington Shield Services, LLC change of name  
Wellington Shield Services, Inc. -new Corporation

Dear Sir or Madam:

Please find enclosed for filing and registration the following:

1. Name change from Wellington Shield Services, LLC. To Rushen, LLC. and the appropriate filing fee in the amount of \$35.00.
2. New corporation in the name of Wellington Shield Services, Inc. and the appropriate filing fee in the amount of \$ 122.50 for filing the Articles (\$35), Designation of Registered Agent (\$35) and the fee for obtaining a certified copy(\$52.50).

Please file the name change first and then establish the corporation.

Respectively,

Edward R. Bryant, Jr.,

This letter sent with an electronic signature to expedite delivery

FILED  
01 JUL 13 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

check # 0333

PENTHOUSE II

700 ELEVENTH STREET SOUTH - NAPLES FLORIDA 34102  
PHONE: 941 643-4888 • FAX: 941 643-4458

C. BLALOCK JUL 19 2001

W01-16527

this instrument prepared by:  
EDWARD R. BRYANT, JR., ESQUIRE  
700 11th Street South, PH-II  
Naples, Florida 34102

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01 JUL 13 AM 9:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT**

**STATE OF Florida**  
**COUNTY OF Collier**

BE IT KNOWN THAT on this 18 day of July, 2001, before me, a notary public in and for the State and County aforesaid, duly commissioned and sworn, and by law authorized to administer oaths and affirmations, Edward R. Bryant, Jr. personally appeared, who is personally known to me, and, being by me first duly sworn, depose and say:

1. That Affiant is the current attorney for the members of Wellington Shield Services, LLC and the board of Directors of Wellington Shield Services, Inc. and that he knows of his own personal knowledge that they are one and the same.

2. This Affidavit is made for the purpose of the Division of Corporations of the State of Florida to file the Articles of Corporation for Wellington Shield Services, Inc.

Affiant warrants that all these statements are true and correct.

Affiants further state that Affiants are familiar with the nature of an oath; and with the penalties as provided by law of the aforesaid for falsely swearing to statements made in an instrument of this nature. Affiant further certify that Affiant have read, the full facts of this Affidavit, and understand its context.

Laura Hunter  
Witness Signature

Laura Hunter  
Printed Name

Edward R. Bryant, Jr.  
Edward R. Bryant, Jr., Affiant

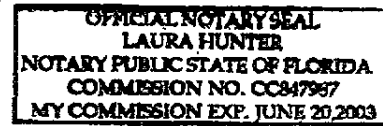
J. Graeme Ossorio  
Witness Signature

J. Graeme Ossorio  
Printed Name

Page 2 of 2 of Affidavit of Edward R. Bryant, Jr.

Sworn to and subscribed before me this 18th day of July, 2001, by and at the direction of Edward R. Bryant, Jr.,

Laura Hunter  
Notary Public  
Laura Hunter  
Printed Name  
My Commission Expires:



**ARTICLES OF INCORPORATION**

**OF**

**WELLINGTON SHIELD SERVICES , Inc**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE 1 - NAME**

The name of this corporation is WELLINGTON SHIELD SERVICES. INC.

**ARTICLE II - EXISTENCE**

The existence of the corporation shall begin on the filing of these Articles of Incorporation.

**ARTICLE III – ADDRESS OF CORPORATE OFFICE**

The street address of the principal office of the corporation is 700 Eleventh Street South, Penthouse II, Naples, Florida 34102.

**ARTICLE IV – CAPITAL STOCK**

The maximum number of shares this corporation is authorized to issue is 7,500, par value \$1 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V – PREEMPTIVE RIGHTS**

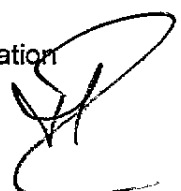
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI – INITIAL REGISTERED AGENT AND OFFICE**

The initial street address of the corporation's registered office is 700 Eleventh Street South, Penthouse II, Naples, Florida. The initial registered agent for the corporation at that address is Edward R, Bryant, Jr.

**ARTICLE VII - INCORPORATORS**

The name(s) and street address(es) of the incorporator(s) of these Articles of Incorporation is/are:



Name

Address

Thomas Kevin Higham Tyrrell 8. Inns Court Winetavern Street, Dublin.8. Ireland

#### ARTICLE VIII – BOARD OF DIRECTORS

This corporation shall initially have three (3) directors. The number of directors may from time to time be either increased or decreased by the Bylaws, but shall never be less than one. The name and address of the initial director(s) of this corporation are:

Name

Address

Thomas Kevin Higham Tyrrell 8. Inns Court Winetavern Street, Dublin.8. Ireland

Martin John Stewart Katz Mertoncroft The Crofts Castletown Isle of Man.  
IM9.ily Great Britain

James John Darr 12 Sawmill Lane Greenwich CT. 06830 USA

#### ARTICLE IX – NO REMOVAL OF DIRECTORS

The shareholders shall not be entitled to remove any director from office without cause during his or her term..

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

The undersigned has executed these Articles of Incorporation, on this 6<sup>th</sup> day of July 2001.

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Printed Name

  
\_\_\_\_\_  
Thomas Kevin Higham Tyrrell

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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


UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the corporation is WELLINGTON SHIELD SERVICES, INC.

The name and address of the registered agent and office is:

Edward R. Bryant, Jr.  
700 Eleventh Street South, Penthouse II  
Naples, Florida 34102

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated on this certificate, I 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.

  
Edward R. Bryant, Jr.,

Date: July 6, 2001

