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January 17, 2002

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

600004788836--1  
-01/22/02--01087--015  
\*\*\*\*140.00 \*\*\*\*\*70.00

RE: ~~Shields International Corporation and Shields Corporation~~

Dear Friends:

Enclosed are the Articles of Incorporation for the above-named proposed Florida corporations. Also enclosed is our firm's check in the amount of \$140.00 representing payment of the filing fee and registered agent fee for both corporations.

Please file the enclosed Articles of Incorporation and return one of the copies of each to the undersigned.

Thank you for your attention to this matter.

Sincerely,

J. C. Murphy Esq.

JCM:cf  
Enclosures

624-2590-2544  
602-2481

2002 FEB -7 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

cf 2/8/02



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

2002 FEB -7 PM 2:59

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

January 29, 2002

J. C. MURPHY, ESQUIRE  
1901 SOUTH HARBOR CITY BLVD.  
SUITE 805  
MELBOURNE, FL 32901

SUBJECT: SHIELDS CORPORATION  
Ref. Number: W02000002481

We have received your document for SHIELDS CORPORATION and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 602A00005062

FILED

**ARTICLES OF INCORPORATION**

2002 FEB -7 PM 2:59

**OF**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**SHIELDS AMERICANAS CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this Corporation shall be SHIELDS AMERICANAS CORPORATION.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 1901 South Habor City Boulevard, Suite 805, Melbourne, Florida 32901.

**ARTICLE III - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE IV - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE V - CAPITAL STOCK**

The number of shares that this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

J. C. Murphy, Esq.  
Murphy & Murphy & Weiss, Attorneys, P.A.  
1901 South Harbor City Boulevard, Suite 805  
Melbourne, Florida 32901

**ARTICLE VII - INCORPORATOR**

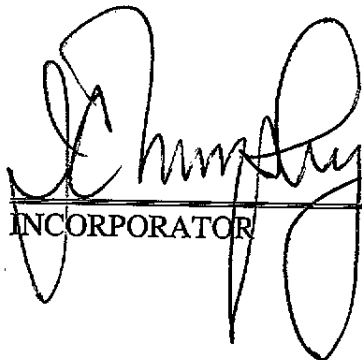
The name and street address of the incorporator is:

J. C. Murphy, Esq.  
Murphy & Murphy & Weiss, Attorneys, P.A.  
1901 South Harbor City Boulevard, Suite 805  
Melbourne, Florida 32901

**ARTICLE VIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles of Incorporation this 1st day of February, 2002.

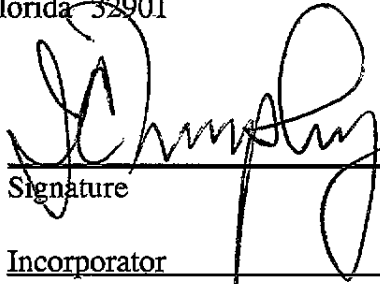
  
\_\_\_\_\_  
INCORPORATOR

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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.

1. The name of the corporation is Shields Americanas Corporation.
2. The name and address of the registered agent and office is:

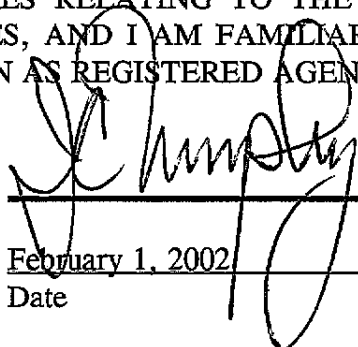
J. C. Murphy, Esq.  
Murphy & Murphy & Weiss, Attorneys, P.A.  
1901 South Harbor City Boulevard, Suite 805  
Melbourne, Florida 32901

  
\_\_\_\_\_  
Signature  
\_\_\_\_\_  
Incorporator  
\_\_\_\_\_  
Title

February 1, 2002  
\_\_\_\_\_  
Date

FILED  
2002 FEB -7 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

  
\_\_\_\_\_  
February 1, 2002  
\_\_\_\_\_  
Date