P01000077626

TRANSMITTAL LETTER

FILED
01 AUG -3 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700004514347--9
-08/03/01--01072--008
*****70.00 *****70.00

August 1st, 2001

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

SUBJECT: **Shamrock Safety, P.A.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for $70.00 (Filing Fee: $35.00 for articles of incorporation filing and $35.00 for designation of resident agent).

Please forward the filed articles of incorporation directly to our Attorney's attention: Elliot J. Sokoloff, Esq. of Sokoloff & Weinstein, P.A., Attorneys at Law, 11440 Okeechobee Blvd., Suite 104, Royal Palm Beach, Florida, 33411. A self-addressed stamped envelope is enclosed for your convenience. Thank you for your anticipated cooperation.

FROM: EARL BRYAN JACOBS, Director
Shamrock Safety, P.A.
PMB 408
1128 ROYAL PALM BEACH BOULEVARD
ROYAL PALM BEACH, FLORIDA 33411-1683

8-7-01
VC

ARTICLES OF INCORPORATION

FILED
01 AUG -3 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

Shamrock Safety, P.A.

I, the undersigned incorporator, hereby associate myself and make, subscribe, acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida as a Florida Professional Service Corporation, under **Florida Statute Chapter 621.**

ARTICLE I

The name of the corporation shall be:

Shamrock Safety, P.A.

ARTICLE II

The general nature of the business to be transacted by this corporation as a professional organization under Florida Statute

Chapter 621 as a for-profit corporation with the specific purpose of rendering professional service in the area of engineering related services, which has as its shareholders only individuals who themselves are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service (professional engineering under Chapter 471 of the Florida Statute) as a corporation.

The purpose and scope of the corporation is also extended as follows:

To provide professional assessments related to safety issues, educational seminars and training, professional engineering evaluations consistent with a licensure in professional civil engineering under Chapter 471 of the Florida Statute, including work-zone safety, ADA assessments and training, playground assessments and training, OSHA courses, Safety Program Development, Home Safety courses, defensive driving courses, rental of training space, "pilot/escort services" and providing expert witness testimony.

Additionally, the corporation reserves the right to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of

real and personal property, including franchise, patents, copyrights, trademarks, licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and seal or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety or any other person, firm, or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

The foregoing shall be construed as both object and powers. The enumeration of specific powers and purposes is not intended

to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE IV

The corporation shall be capitalized as follows: The total number of shares of common capital stock authorized shall be forty (40) shares of common stock having a par value of $100.00 per share.

All or any part of said capital stock may be paid for in cash, in property (excepting stock and securities in labor or services or any combination thereof) at a fair valuation to be fixed by the incorporator at a meeting called for such purpose. All stock when issued and fully paid shall be non-assessable. These shares shall be designated "common shares". The Board of Directors is authorized to issue "Section 1244 Stock" as defined in Section 1244 of the Internal Revenue Code. Any shareholder and any representative of a deceased or incompetent shareholder of Shamrock Safety, P.A. may sell or transfer his shares in such corporation **only** to another individual who is an actively licensed by the State of Florida Board of Professional Engineers, under Chapter 471 of the Florida Statutes. Initially, 30 shares of said common stock will be issued to the Director named herebelow while the balance shall be kept by the

corporation for future expansion as empowered by these Articles and by Florida Law.

ARTICLE V

This corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and address of the member of the first Board of Directors is:

EARL BRYAN JACOBS

229 LAS PALMAS STREET

ROYAL PALM BEACH, FLORIDA 33411

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as Directors or Officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, fines, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit, or proceeding

in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-Laws, agreement, vote of stockholders, or otherwise.

ARTICLE VI

The name and address of the person signing these Articles of Incorporation as incorporator is:

EARL BRYAN JACOBS

229 LAS PALMAS STREET

ROYAL PALM BEACH, FLORIDA 33411

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series 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 VIII

The principal place of business of this professional service corporation shall be in Palm Beach County, Florida.

The street address of the initial registered and principal office of this corporation in the state of Florida is:

PMB 408

1128 ROYAL PALM BEACH BOULEVARD

ROYAL PALM BEACH, FLORIDA 33411-1683

The name of the registered agent of this corporation at that address is:

ELLIOT J. SOKOLOFF, ESQ.

SOKOLOFF & WEINSTEIN, P.A.

11440 OKEECHOBEE BOULEVARD

SUITE 104

ROYAL PALM BEACH, FLORIDA 33411

ARTICLE IX

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other

provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article IX.

ARTICLE X

The power to adopt amend, alter, change or repeal any provision herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein shall be vested in the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 1st day of August, 2001.

Earl B. Jacobs
EARL BRYAN JACOBS, Incorporator

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared EARL BRYAN JACOBS, to me well known to be the person described as the incorporator, who provided Florida Drivers Lic. as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 1st day of August, 2001.

Lisa Hohn
NOTARY PUBLIC, STATE OF FLORIDA

LISA HOHN
COMMISSION DD028376
EXPIRES MAY 22 2005
BONDED THROUGH
ADVANTAGE NOTARY

LISA HOHN.
Name typed or printed
Commission No.: DD028376
Commission Expires: 5/22/05

FILED
01 AUG -3 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, and the provisions of Florida Statute Section 607.0501, the following is submitted, in compliance with said Act:

First-That **Shamrock Safety, P.A.**, a corporation desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Royal Palm Beach, County of Palm Beach, State of Florida has named Elliot J. Sokoloff, Esq., of Sokoloff & Weinstein, P.A. whose address is 11440 Okeechobee Blvd., Suite 104, City of Royal Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

ELLIOT J. SOKOLOFF, ESQUIRE
Sokoloff & Weinstein, P.A.
Resident Agent
For: Shamrock Safety, P.A.