



**THE UNITED STATES
CORPORATION
COMPANY**

L97000001218

ACCOUNT NO. : 072100000032

REFERENCE : 554569 7137379

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 285.00

ORDER DATE : October 6, 1997

ORDER TIME : 10:43 AM

ORDER NO. : 554569-005

CUSTOMER NO: 7137379

CUSTOMER:

MR. WILLIAM J. REILLY,

55 Memorial Blvd.

Newport, RI 02840

DOMESTIC FILING

NAME: ^{HOLDINGS} SHAMROCK ~~PARTNERS~~ L.L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
____ CERTIFICATE OF ^{GOOD} ~~GOOD~~ STANDING

CONTACT PERSON: ACP

Name
Availability <u>EXAMINER</u>
Document Examiner
Updater
Updater Verifier
Acknowledgement
W. P. Verifier

S INITIALS: _____

10/27/98

FILED
97 OCT 27 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
97 OCT 27 PM 2:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 OCT 27 PM 1:06
DIVISION OF CORPORATION

600002330256--9



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 27, 1997

ACP
CSC
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SHAMROCK PARTNERS L.L.C.
Ref. Number: W97000024410

RESUBMIT
Please give original
submission date as file date.

FILED
6700027 PM 2:32
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for SHAMROCK PARTNERS L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

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. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return 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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 597A00052169

RECEIVED
97 NOV -3 PM 1:53
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

SHAMROCK HOLDINGS L.L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

27 NW 45th Ave., #110, Deerfield Beach, FL 33442

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: 30 years

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the members are:

Member: William J. Reilly

27 NW 45th Ave., #110
Deerfield Beach, Florida 33442

Gary Quigley

396 Broadway, Suite 1001
New York, New York 10013

The undersigned authorized representative of a member of SHAMROCK HOLDINGS L.L.C. hereby executes these articles of

FILED
97 OCT 27 PM 2:32
TALLAHASSEE FLORIDA
SECRETARY OF STATE

organization on this 7TH Day of OCTOBER 1997.

CORPORATION SERVICE COMPANY

BY: Karen B. Rozar
as its agent as authorized
representative of

FILED
97 OCT 27 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

Dated: October 7, 1997

LMD/AKC

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of SHAMROCK HOLDINGS L.L.C. (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
26th day of OCTOBER, 19 97.

WITNESS

TYPED OR PRINTED NAME

WITNESS

TYPED OR PRINTED NAME



SIGNATURE

WILLIAM J. REILLY

TYPED OR PRINTED NAME

FILED
97 OCT 27 PM 2:32
CLERK OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SHAMROCK HOLDINGS L.L.C. =deposes and says:

- 1) the above named limited liability company has at least two members:
- 2) the total amount of cash contributed by the member is \$1,500,000:
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0:
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$1,500,000:
- 5) the total amount of 2, 3, and 4 is: \$1,500,000.



KAREN B. ROZAR as agent for Corporation Service
Company in its capacity as authorized
representative of a member of SHAMROCK HOLDINGS
L.L.C.

FILED
97 OCT 27 PM 2:32
CLERK OF STATE
TALLAHASSEE FLORIDA