

L99000006234



ACCOUNT NO. : 072100000032

REFERENCE : 394056 4346980

AUTHORIZATION :

COST LIMIT : \$ 346.25

Patricia Pignato

ORDER DATE : September 30, 1999

ORDER TIME : 2:46 PM

ORDER NO. : 394056-005

400003001914--1

CUSTOMER NO: 4346980

CUSTOMER: William R. Swindle, Esq
KALISH & WARD
KALISH & WARD
101 East Kennedy Boulevard
4100 Barnett Plaza
Tampa, FL 33602

DOMESTIC FILING

NAME: SHAMROCK SOFTWARE SYSTEMS,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<u>XX</u>	CERTIFIED COPY
Availability	<u>XX</u>	PLAIN STAMPED COPY
	<u>XX</u>	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: Jeanine Reynolds	
Updater	DCC	EXAMINER'S INITIALS:
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

FILED
99 SEP 30 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
93 SEP 30 PM 3:11
TALLAHASSEE, FLORIDA

L99000006234

ARTICLES OF ORGANIZATION
OF
SHAMROCK SOFTWARE SYSTEMS, L.L.C.

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be:

SHAMROCK SOFTWARE SYSTEMS, L.L.C.

ARTICLE II
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE III
PURPOSES

The Company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IV
GENERAL POWERS

The Company shall have the power to undertake any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE V
ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company is 3415 East Grant Street, Orlando, Florida 32806.

FILED
SEP 30 10 50
CLERK OF DISTRICT COURT
ORLANDO, FLORIDA

FILED
SEP 30 AM 10:50
99
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the name of its initial registered agent is William R. Swindle. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VII
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the regulations and operating agreement of the Company, if any ("Regulations"), the business and affairs of the Company shall be managed by or under the direction of the members (the "members"). The members may appoint one or more managing members and grant them such authority as specifically provided by statute or by the Regulations. The name and current address of the initial managing member is set forth below, and such person shall act in such capacity until otherwise determined by the members in accordance with the Company's Regulations:

Glenn Rechline
3415 East Grant Street
Orlando, Florida 32806

**ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the consent of a majority in interest of the remaining members or as otherwise provided in the Company's Regulations.

**ARTICLE IX
ADMISSION OF ADDITIONAL MEMBERS**

Except as otherwise provided in the Regulations, no new members shall be admitted to the Company without the prior consent of a majority in interest of the existing members. Contributions required of a new member shall be determined by the members as of the time of the admission of

Articles of Organization
Shamrock Software Systems, L.L.C.
Page 3

FILED
SEP 30 AM 10:50
99
SECRET
TALLAHASSEE, FLORIDA

the new member to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of a majority in interest of members or as otherwise provided for in the Company's Regulations. Additional restrictions and conditions on membership may be set forth in Regulations adopted by the members.

ARTICLE X REGULATIONS

The members of the Company may adopt an operating agreement and regulations of the Company (previously defined as the Regulations) pertaining to the regulation, management and affairs of the limited liability company, provided that such Regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Regulations may be repealed or altered only by the members of the Company, in the manner now or hereafter prescribed in the Regulations of the Company consistent with the laws of the State of Florida.

ARTICLE XI ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of SHAMROCK SOFTWARE SYSTEMS, L.L.C. These Articles of Organization may be amended from time to time by consent of the members holding a majority-in-interest of the Company, in the manner now or hereafter prescribed in the Company's Regulations consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 20th day of September, 1999.



GLENN RECHTINE, Authorized
Representative of the Members

AFFIDAVIT

STATE OF TEXAS)
COUNTY OF DALLAS)

FILED
99 SEP 30 AM 10:50
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, this day personally appeared GLENN RECHTINE ("Affiant") who, after first being duly sworn, deposes and says the following:

1. Affiant is a member of and a duly authorized representative for SHAMROCK SOFTWARE SYSTEMS, L.L.C.

2. SHAMROCK SOFTWARE SYSTEMS, L.L.C. has at least one member.

3. The amount of cash and a description and agreed value of the property other than cash contributed by the members and the amount anticipated to be contributed by members is as set forth below:

- | | | |
|-----|---|-----------|
| (a) | the total amount of cash contributed by the members: | \$ 25,000 |
| (b) | the agreed value of property other than cash contributed by the members: | \$ 0 |
| (c) | the total amount of cash and property contributed and anticipated to be contributed by the members: | \$200,000 |

4. Affiant has examined this certification and to the best of Affiant's knowledge and belief it is true, correct and complete.

5. In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



GLENN RECHTINE

"Affiant"

The foregoing instrument was acknowledged before me this 20 day of September, 1999, by GLENN RECHTINE, who is personally known to me or produced _____ as identification and did take an oath.

[NOTARIAL SEAL]

June Delleney
NOTARY PUBLIC
Print Name: June Delleney
Commission No. 10-24-99
My Commission Expires: 10-24-99

ACCEPTANCE BY REGISTERED AGENT

FILED
99 SEP 30 AM 10:50
STATE
TALLAHASSEE, FLORIDA

Having been appointed the registered agent of SHAMROCK SOFTWARE SYSTEMS, L.L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 27 day of September, 1999.


WILLIAM R. SWINDLE