

P95000012432

TRANSMITTAL LETTER


February 9, 1995

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

SUBJECT: SHAMROCK FINANCIAL SERVICES, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM:

  
Larry B. Dunn  
110 Rose Briar Drive  
Longwood, Florida 32750  
Telephone: 407/332-2517

200001405042  
-02/14/95--01018--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FEB 14 1995

FILED  
MAR 13 1967  
TREASURY

**ARTICLES OF INCORPORATION**  
**of**  
**SHAMROCK FINANCIAL SERVICES, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

**ARTICLE I - Name.** The name of the corporation is **SHAMROCK FINANCIAL SERVICES, INC.**

**ARTICLE II - Corporate Purpose and Powers.** This Corporation is initially organized for the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

**ARTICLE III - Capital Stock.** The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share. Stock shall be issued under Section 1244 of the Internal Revenue Code.

**ARTICLE IV. - Initial Capital.** The amount of capital with which the corporation will begin business shall not be less than \$500.00.

**ARTICLE V. - Duration.** The corporation shall have perpetual existence.

**ARTICLE VI - Initial Registered Office and Agent.**

The address of the principal office of this corporation in this State is 110 Rose Briar Drive, Longwood, Florida 32750. The street address of the initial registered office of this corporation is 110 Rose Briar Drive, Longwood, Florida 32750 and the mailing address is the same; the initial registered agent at that address shall be Larry B. Dunn.

**ARTICLE VII - Management by Shareholders.** The corporation, pursuant to the authority vested in Section 607, F.S. shall be managed by its stockholders rather than a board of directors, and the stockholders shall elect the officers. The initial stockholders in the corporation and who shall initially manage the business are:

Larry B. Dunn  
110 Rose Briar Drive  
Longwood, Florida 32750

Bruce A. Ryals  
2020 Fairbanks Avenue  
Winter Park, Florida 32789

The officers of this corporation shall be as follows:  
Mailing Addresses:

Larry B. Dunn - President and Assistant Secretary  
110 Rose Briar Drive  
Longwood, Florida 32750

Bruce A. Ryals - Secretary/Treasurer  
2020 Fairbanks Avenue  
Winter Park, Florida 32789

ARTICLE VIII - Subscribers. The names and addresses of the person signing these Articles is:

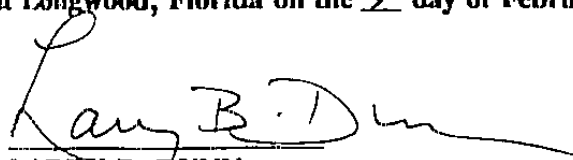
Larry B. Dunn  
110 Rose Briar Drive  
Longwood, Florida 32750

ARTICLE IX. - By-laws. The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the shareholders.

ARTICLE X - Amendment. These Articles may be amended in the manner provided by law. Every amendment shall be approved by a vote of 51% of the stock entitled to vote thereon.

ARTICLE XI - Dissolution. The corporation may be dissolved at any time by unanimous written consent of the shareholders, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned, subscriber to this corporation, have executed these articles of incorporation at Longwood, Florida on the 9 day of February 1995.

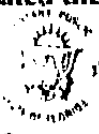
  
LARRY B. DUNN  
Subscriber

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared and personally known LARRY B. DUNN, the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County abovestated this 9 day of February, 1995.

*James C Broughton*  
NOTARY PUBLIC



JAMES C BROUGHTON  
My Commission CC39831  
Expires Aug. 07, 1998  
Bonded by HAI  
800-422-1555

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

In pursuance of Section 607.0501 or 617.0501, Florida Statutes,  
SHAMROCK FINANCIAL SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Seminole County, Florida hereby names:

Larry B. Dunn  
110 Rose Briar Drive  
Longwood, Florida 32750

as its agent to accept service of process within the State of Florida.

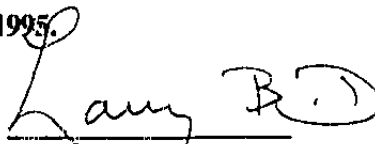
The registered office of the corporation is the principal office of the business, to wit:

110 Rose Briar Drive  
Longwood, Florida 32750

Having been named to accept service of process for the abovestated corporation, at the place designated in this Certificate, the undersigned hereby agrees to accept service of process within the State of Florida.

Having been named as resident agent to accept service of process for the abovestated corporation at the place designated in this Certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 9 day of February, 1995.

  
LARRY B. DUNN  
Registered Agent

FILED  
FEB 15 1995  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF ORANGE  
FLORIDA

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared and personally known LARRY B. DUNN, the individual described in and who executed the foregoing designation of registered agent and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County abovestated this 9 day of February, 1995.

  
NOTARY PUBLIC



JAMES C. BROUGHTON  
My Commission CC398716  
Expires Aug. 07, 1998  
Bonded by HAI  
800-422-1555

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra P. Matham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P95000012432 (7)

SHAMROCK FINANCIAL SERVICES, INC.

APPROVED  
AND  
FILED

96 SEP 19 PM 12:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



REINSTATEMENT 9600

Principal Place of Business: 110 ROSE BRIAR DRIVE LONGWOOD FL 32750  
Mailing Address: 110 ROSE BRIAR DRIVE LONGWOOD FL 32750

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 2020 W. FAIRBANKS AVE.		20 P.O. Box 1676		02/13/1995		02/13/1995	
22 SUITE 208		27		4. FET Number		Applied For	
23 WINTER PARK FL		20 WINTER PARK, FL		62 1592 998		Not Applicable	
24 32789		28 ORANGE		5. Certificate of Status Desired		58.75 Additional Fee Required	
		29 32790		6. Election Campaign Financing		55.00 May Be Added to Fees	
		30 ORANGE		7. This corporation has liability for intangible tax under s. 109.032, Florida Statutes		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
DUNN, LARRY B 110 ROSE BRIAR DRIVE LONGWOOD FL 32750				BRUCE A. RYALS 2020 W. FAIRBANKS AVE SUITE 208 WINTER PARK FL 32789			

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: *Bruce A. Ryals* DATE: 9/11/96

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IF 12			
1. TITLE PS NAME DUNN, LARRY B STREET ADDRESS 110 ROSE BRIAR DRIVE CITY, ST, ZIP LONGWOOD FL 32750				1.1 TITLE PST NAME RYALS, BRUCE A. STREET ADDRESS 2020 W. FAIRBANKS AVE SUITE 208 CITY, ST, ZIP WINTER PARK FL 32789			
2. TITLE ST NAME RYALS, BRUCE A. STREET ADDRESS 2020 FAIRBANKS AVENUE CITY, ST, ZIP WINTER PARK FL 32789				2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY, ST, ZIP			
3. TITLE NAME STREET ADDRESS CITY, ST, ZIP				3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY, ST, ZIP			
4. TITLE NAME STREET ADDRESS CITY, ST, ZIP				4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY, ST, ZIP			
5. TITLE NAME STREET ADDRESS CITY, ST, ZIP				5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY, ST, ZIP			
6. TITLE NAME STREET ADDRESS CITY, ST, ZIP				6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY, ST, ZIP			

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 of this report, or on an attachment with an address.

SIGNATURE: *Bruce A. Ryals* DATE: 9/11/96

CR2ED34 (12/95)

P95000012432

Shamrock Financial Services, Inc.

2020 West Fairbanks Avenue, Suite 208  
Winter Park, Florida 32789  
Telephone (407) 644-9178

November 18, 1996

Department of State  
Division of Corporations  
ATTN: Amendment Section  
P. O. Box 6327  
Tallahassee FL 32314

FILED  
96 NOV 21 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RE: TRANSMITTAL LETTER FROM SHAMROCK FINANCIAL SERVICES, INC.  
AMENDMENT/RESTATEMENT OF ARTICLES OF INCORPORATION

Enclosed is the original and one copy of the amendment to the articles of incorporation for the above stated corporation and a check for \$43.75 (\$35.00 filing fee plus \$8.75 for certificate of status).

I can be reached at the address and telephone number above.

Sincerely,

  
Bruce A. Ryals, President

encls.

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-11/21/96--01041--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Amend

VS DEC 2 1996



ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SHAMROCK FINANCIAL SERVICES, INC.

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**FILED**  
96 NOV 21 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST: TEXT OF AMENDMENT:** The amendment adopted deletes all articles filed February 13, 1995 (Articles I through XI) and, in their place, adopts the following restated articles (Articles I through IX) as the articles for the corporation:

**ARTICLE I**  
Name

The name of this corporation is: Shamrock Financial Services, Inc.

**ARTICLE II**  
Term of Existence

This corporation commenced on February 13, 1995 and shall have perpetual existence.

**ARTICLE III**  
Principal Office

The principal place of business and the mailing address for the corporation is: 2020 West Fairbanks Avenue, Suite 208, Winter Park, Florida 32789.

**ARTICLE IV**  
Nature of Business

This corporation is organized for the purpose of conducting any lawful activity or business in Florida, the United States of America or throughout the World.

**ARTICLE V**  
Capital Structure

• maximum number of shares of stock that this corporation is authorized to issue is 100 (One Hundred) shares, all of which shall be Common Shares with a par value of \$1.00 (One Dollar) each. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters

on which shareholders have the right to vote.

**ARTICLE VI**  
**Registered Agent and Registered Office**

The registered agent of this corporation shall be Bruce A. Ryals. The street address of the registered office of this corporation, which is identical with the business address of the registered agent and of the corporation, is 2020 West Fairbanks Avenue, Suite 208, Winter Park, Florida 32789.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator is Bruce A. Ryals, 2020 West Fairbanks Avenue, Suite 208, Winter Park, Florida 32789.

**ARTICLE VIII**  
**Initial Board of Directors**

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one. The director of this corporation is: Bruce A. Ryals, 2020 West Fairbanks Avenue, Winter Park, Florida 32789.

**ARTICLE IX**  
**Indemnification**

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

IN WITNESS WHEREOF, the undersigned executed these Restated Articles of Incorporation this 18<sup>TH</sup> day of November, 1996.

  
Bruce A. Ryals

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**  
**SHAMROCK FINANCIAL SERVICES, INC.**

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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: Shamrock Financial Services, Inc.

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

Bruce A. Ryals  
2020 West Fairbanks Avenue, Suite 208  
Winter Park, Florida 32789

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.

  
Bruce A. Ryals, Registered Agent  
Shamrock Financial Services, Inc.  
Date: November 18<sup>TH</sup>, 1996

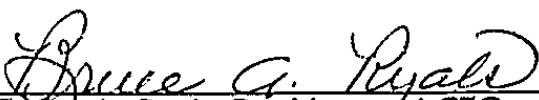
**SECOND: EXCHANGE/RECLASSIFICATION/CANCELLATION OF SHARES:**

The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

**THIRD: DATE OF ADOPTION:** The date of each amendment's adoption was November 18, 1996.

**FOURTH: ADOPTION:** The amendments were approved by the shareholders. The number of votes cast for the amendment was unanimous and sufficient for approval.

SIGNED THIS 18<sup>TH</sup> DAY OF NOVEMBER, 1996.

  
Bruce A. Ryals, President and CEO  
Shamrock Financial Services, Inc.