

ROBERT C. MEYER, P.A.

PONCE DE LEON PLAZA, SUITE 1102
201 ALHAMBRA CIRCLE
CORAL GABLES, FLORIDA 33134

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January 27, 1999

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

RE: Shamrock Properties of Miami, Inc.

Dear Sir:

Attached hereto is the original Articles of Incorporation and a copy and a check for the sum of \$70.00 .

Please send the copy back to these offices.

Sincerely,



Robert C. Meyer

enc.: Original and copy of the Articles
Check 2054 for \$70.00

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Shamrock Properties of Miami, Inc.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is **Shamrock Properties of Miami, Inc.**

ARTICLE II

This corporation may and shall engage in lawful activities in the State of Florida.

ARTICLE III

The capital stock authorized, the par thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u> | <u>Par Value/Share</u> | <u>Class</u> |
|--------------------------------|-------------------------------|---------------------|
| 10,000 | \$.01 | Common |

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Article of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial principal offices of this corporation shall be 2170 West 8th Avenue, Hialeah, Florida, with the privilege of having its office, or any branches, located elsewhere

in the State of Florida or beyond Florida's boundaries.

ARTICLE VI

The corporation shall have at least one Director, with the exact number to be specified by the stockholders from time to time, unless the stockholders elect by majority vote to determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first Director of the Corporation shall hold office for the first year or until a successor is duly elected and qualified.

Name:

Robert Meyer
201 Alhambra Cir.
Suite 1102
Coral Gables, FL 33134

Title:

President, Secretary

William Gregory
7600 Red Rd. Suite 214
Miami, FL 33143

Vice President, Treasurer

ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that she/he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this Corporation shall authorize any such contract or transaction with like force and effect.

ARTICLE IX

The private property of the stockholders shall NOT be subject to payment of the corporate debtors under any circumstances. The corporation shall have a first lien on the shares of the stockholders' shares and upon the dividends due them for any indebtedness of such stockholders to the corporation. All rights to setoff exist in favor of the Corporation.

ARTICLE XI

No transfer or issuance of stock of this corporation shall be to anyone other than an individual duly allowed by the Board of Directors. No alienation of the shares shall be to anyone but another individual eligible to be a shareholder of such corporation. If the shares become garnished or executed upon by anyone, the other shareholders hold the right to purchase the shares for the sum of \$1.00 plus their bid credit created by the security interest.

IN WITNESS WHEREOF, the undersigned as the original Subscriber to the Capital Stock hereinbefore named, for the purpose of forming a corporation under Florida law and transacting business within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and agree to take the number of shares hereinabove set forth, and hereunto set my Hand and Seal this 27th day of January, 1999.



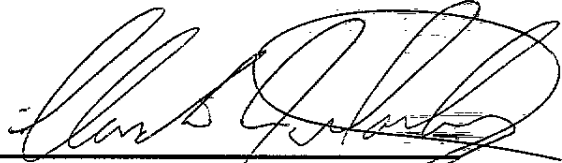
President and Secretary

STATE OF FLORIDA)
) SS
COUNTY OF Miami-DADE)

BEFORE ME, the undersigned authority, personally appeared Robert C. Meyer, to me known to be a person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the State of Florida, County of Dade

this 27th day of January, 1999.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

SEAL:



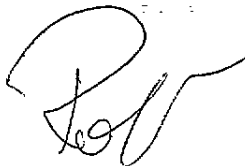
Christine J. Martinez
★ My Commission CC802135
Expires January 13, 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT WHOM SERVICE MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted: Designation of Registered Agent and naming same to accept service of process within the State Of Florida for **Shamrock Properties of Miami, Inc.**

Name: Robert Meyer
Address: 201 Alhambra Cir. Suite 1102
Coral Gables, FL 33134
Telephone: (305)446-5575

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND
COMPLETE PERFORMANCE OF MY DUTIES AND OBLIGATIONS AS UNDER Ch. 607,
Fla. Stat..



Robert Meyer

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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