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ADORNO & ZEDER  
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE  
SUITE 1600  
MIAMI, FLORIDA 33133  
TELEPHONE (305) 858-5555  
WORLD WIDE WEB <http://www.adorno.com>

FACSIMILE  
(305) 858-4777

Federal Express

February 12, 1999

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

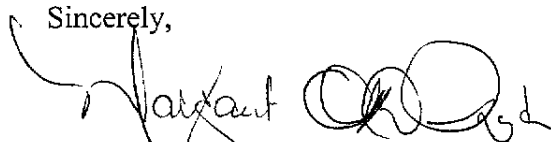
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Celtic Investments Of Florida, Inc.

Ladies and Gentlemen:

Enclosed herein are the original Articles of Incorporation on behalf of the captioned company. Also enclosed is a check in the amount of \$78.75 to cover the requisite filing fee and certified copy fee. Please return the certified copy of the Articles of Incorporation to me in the enclosed prepaid Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,

  
Margaret O'D. Ryder  
Legal Assistant

MOR  
cc: Donall O'Carroll(w/enc)  
13454.001

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99 FEB 15 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
2-16-99

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**FILED**

**ARTICLES OF INCORPORATION  
OF  
CELTIC INVESTMENTS OF FLORIDA, INC.**

99 FEB 15 AM 8:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Celtic Investments of Florida, Inc. Its principal office address and business mailing address is c/o Donall O'Carroll, Esq., Adorno & Zeder, P.A., 888 SE Third Avenue, Suite 500, Ft. Lauderdale, Florida 33316.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corp., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

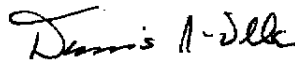
The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
James McQuaid	McArdle Cassidy & McQuaid 27 North Road Monaghan County, Monaghan Ireland
Kevin Macklin	c/o McArdle Cassidy & McQuaid 27 North Road Monaghan County, Monaghan Ireland

#### **ARTICLE VII - INCORPORATOR**


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

<b><u>Name</u></b>	<b><u>Address</u></b>
Dennis J. Olle, Esq.	Adorno & Zeder, P.A. 2601 South Bayshore Drive Suite 1600 Miami, Florida 33133

  
\_\_\_\_\_  
Dennis J. Olle, Esq., Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )

The foregoing Articles of Incorporation of Celtic Investments of Florida, Inc., were acknowledged before me this 12th day of February, 1999 by Dennis J. Olle, as Incorporator, who is personally known to me..

  
Margaret O'D. Ryder  
Notary Public, State of Florida

My Commission Expires:



**Margaret O'D. Ryder**  
**MY COMMISSION # GC555590 EXPIRES**  
**September 15, 2000**  
**BONDED THRU TROY FAIR INSURANCE, INC.**

(seal)

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Celtic Investments of Florida, Inc., at the place designated in the Articles of Incorporation, A Z Registered Agent Corp. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: February 12, 1999

A Z Registered Agent Corp.

By: Dennis J. Olle  
Dennis J. Olle, Esq.