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ACCOUNT NO. : 072100000032

REFERENCE : 467860 91164A

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 78.75

ORDER DATE : November 5, 1999

ORDER TIME : 12:52 PM

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ORDER NO. : 467860-005

CUSTOMER NO: 91164A

CUSTOMER: Thomas F. Carney, Jr., Esq  
THOMAS F. CARNEY, JR., ESQ  
THOMAS F. CARNEY, JR., ESQ  
Suite 200  
1101 N. Congress Avenue  
Boynton Beach, FL 33426

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV -5 PM 12:22

DOMESTIC FILING

NAME: SHAMROCK ASSET DISPOSITION  
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

RECEIVED  
99 NOV -5 PM 4:01  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
*[Signature]* 11/8/99

99 NOV -5 PM12:22

ARTICLES OF INCORPORATION  
OF  
SHAMROCK ASSET DISPOSITION CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHAMROCK ASSET DISPOSITION CORPORATION

The address of the principal office of this corporation shall be 811 George Bush Boulevard, Delray Beach, Florida 33483, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.01 par value per share.

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. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Thomas F. Carney, Jr. 811 George Bush Boulevard  
Dir. Delray Beach, FL 33483

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Peter H. Carney  
Pres.

811 George Bush Boulevard  
Delray Beach, FL 33483

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 5, 1999.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Incorporator, Laura R. Dunlap

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 NOV -5 PM 12: 22

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation 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 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

SKD/agl