

ARTICLES OF INCORPORATION OF ROONEY MANAGEMENT COMPANY

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ARTICLE I

The name of this corporation is Rooney Management Company.

ARTICLE II

The initial street and mailing address of this corporation is 120 Tustin Avenue, Suite C, Newport Beach, California 92263.

ARTICLE III

The name in the State of California of this corporation's initial registered agent for service of process is National Registered Agents, Inc.

ARTICLE IV

This corporation is authorized to issue only one class of shares of stock and such class shall be designated as "Common Stock." The total number of shares of Common Stock which this corporation is authorized to issue is One Hundred Thousand (100,000) shares.

ARTICLE V

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the California General Corporation Law other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE VI

The liability of the directors of this corporation for monetary damages shall be eliminated to the full extent permissible under California law.

ARTICLE VII

This corporation is authorized to provide indemnification of agents, as that term is defined in Section 317 of the California Corporations Code, in excess of that expressly permitted by said Section 317, for breach of duty to the corporation and its shareholders, under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, to the full extent such indemnification may be authorized hereby pursuant to paragraph (11) of subdivision (a) of Section 204 of the California Corporations Code.