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Florida Department of State
 Division of Corporations
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 DIVISION OF CORPORATIONS

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION
 WCA OF CENTRAL FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. WGA OF CENTRAL FLORIDA, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "In.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 16, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing of Registration
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One Riverway, Suite 1400, Houston, Texas 77056
(Principal office address)

One Riverway, Suite 1400, Houston, Texas 77056
(Current mailing address)

8. Any and all lawful activities
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Capitol Corporate Services, Inc.
Office Address: 1333 North Duval Street
Tallahassee, Florida 32303
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ollanie Case, asst sec.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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TALLAHASSEE FLORIDA

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A. DIRECTORS

Chairman: Please see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS

President: Please see attached list

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. J. Edward Menger, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

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**WCA OF CENTRAL FLORIDA, INC.
LIST OF OFFICERS AND DIRECTORS**

OFFICERS

<u>Name</u>	<u>Office(s) Held</u>	<u>Address</u>
Tom J. Fatjo, Jr.	Chairman of the Board	One Riverway, Suite 1400 Houston, Texas 77056
Jerome M. Kruszka	President	One Riverway, Suite 1400 Houston, Texas 77056
Tom J. Fatjo, III	Vice President	One Riverway, Suite 1400 Houston, Texas 77056
J. Edward Menger	Vice President, Secretary	One Riverway, Suite 1400 Houston, Texas 77056
Kevin D. Mitchell	Vice President	One Riverway, Suite 1400 Houston, Texas 77056
Michael L. Paxton	Vice President	One Riverway, Suite 1400 Houston, Texas 77056
David C. Ewell	Vice President	One Riverway, Suite 1400 Houston, Texas 77056
Charles A. Casalnova	Vice President	One Riverway, Suite 1400 Houston, Texas 77056
Joseph J. Scarano, Jr.	Vice President	One Riverway, Suite 1400 Houston, Texas 77056

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TALLAHASSEE, FLORIDA

DIRECTORS

<u>Name</u>	<u>Address</u>
Tom J. Fatjo, Jr.	One Riverway, Suite 1400 Houston, Texas 77056
Tom J. Fatjo, III	One Riverway, Suite 1400 Houston, Texas 77056
Jerome M. Kruszka	One Riverway, Suite 1400 Houston, Texas 77056

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FAX NO. : 8506683398

Oct. 14 2003 12:10PM P5

H05000243984 3

WCA OF FLORIDA, INC.
ONE RIVERWAY, SUITE 1400
HOUSTON, TEXAS 77056

September 28, 2005


To: Florida Secretary of State
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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TALLAHASSEE, FLORIDA

WCA of Florida, Inc., a corporation organized under the laws of the State of Delaware and qualified to do business in Florida, hereby consents to the use of the name "WCA of Florida" by WCA of Central Florida, Inc. in the State of Florida.

In witness whereof, the undersigned authorized officer of WCA of Florida, Inc. has caused this certificate to be duly executed this 28th day of September, 2005.

WCA OF FLORIDA, INC.

By: 
Name: J. EDWARD McALISTER
Title: VICE PRESIDENT

H05000243984 3

H050002439843

Delaware

PAGE 1

The First State

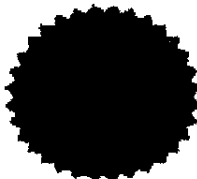
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WCA OF CENTRAL FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WCA OF CENTRAL FLORIDA, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4226340

DATE: 10-14-05

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