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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 969816 4805411

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

FILED
04 DEC 20 PM 4:48
TALLAHASSEE, FLORIDA
SEC. OF STATE

ORDER DATE : November 12, 2004

ORDER TIME : 10:09 AM

ORDER NO. : 969816-015

CUSTOMER NO: 4805411

CUSTOMER: Mark Sugino, Esq
Ropes & Gray
45 Rockefeller Plaza
11th Floor
New York, NY 10111

FOREIGN FILINGS

NAME: WCA MANAGEMENT CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

**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. WCA Management Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. New York

(State or country under the law of which it is incorporated)

3. 13-3152735

(FEI number, if applicable)

4. February 8, 1983

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

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

7. 7 Seacort, Vero Beach, Florida 32963

(Principal office address)

7 Seacort, Vero Beach, Florida 32963

(Current mailing address)

8. Exercise all powers conferred by the Business Corporation Law of New York State.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(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.

Corporation Service Company

By: Carla Lohi

(Registered agent's signature)

Carla Lohi
Asst. Vice President

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:

A. DIRECTORS

Chairman: Russell L. Carson

Address: 320 Park Avenue, Suite 2500

New York, New York 10022

Vice Chairman: [Director] Patrick J. Welsh

Address: 7 Seacort

Vero Beach, Florida 32963

Director: Bruce K. Anderson

Address: 116 Settlers Row North

Ponte Vedra, Florida 32082

Director: Thomas E. McInerney

Address: 320 Park Avenue, Suite 2500

New York, New York 10022

B. OFFICERS

President: Patrick J. Welsh

Address: 7 Seacort

Vero Beach, Florida 32963

Vice President: Bruce K. Anderson

Address: 116 Settlers Row North

Ponte Vedra, Florida 32082

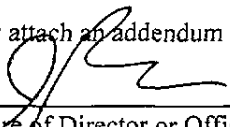
Secretary: Jonathan M. Rather

Address: 320 Park Avenue, Suite 2500, New York, New York 10022

Treasurer: Jonathan M. Rather

Address: 320 Park Avenue, Suite 2500, New York, New York 10022

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. Jonathan M. Rather, Secretary
(Typed or printed name and capacity of person signing application)

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of WCA MANAGEMENT CORPORATION was filed on 02/08/1983, under the name of WCAS MANAGEMENT CORPORATION, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment WCAS MANAGEMENT CORPORATION, changing its name to WCA MANAGEMENT CORPORATION, was filed 04/15/1983.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of November
two thousand and four.*

A handwritten signature in black ink, appearing to read "R. A. DeS."

Secretary of State