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Division of Corporations

CORPORATION SYSTEM

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Baywater, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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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. BAYWATER, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
DMC Baywater, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. TEXAS 3. 76-0553273
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 12, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 6363 Woodway, Suite 1000 Houston, Texas 77057
(Principal office address)
6363 Woodway, Suite 1000 Houston, Texas 77057
(Current mailing address)
8. Real Estate Investment
(Purpose(s) of corporation authorized in home state or country to be carried out in some of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

By: Connie Bryan CONNIE BRYAN
(Registered agent's signature) SPECIAL ASSISTANT SECRETARY

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

A. DIRECTORSChairman: T.H. DinersteinAddress: 6363 Woodway, Suite 1000Houston, Texas 77057

Vice Chairman: _____

Address: _____

Director: Jack DinersteinAddress: 6363 Woodway, Suite 1000Houston, Texas 77057Director: T.H. DinersteinAddress: 6363 Woodway, Suite 1000Houston, Texas 77057**B. OFFICERS**President: Jack DinersteinAddress: 6363 Woodway, Suite 1000Houston, Texas 77057Vice President: T.H. DinersteinAddress: 6363 Woodway, Suite 1000Houston, Texas 77057Secretary: Vincent T. Calzagione, IIIAddress: 6363 Woodway, Suite 1000 Houston, Texas 77057Treasurer: Randall HumannAddress: 6363 Woodway, Suite 1000 Houston, Texas 77057

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. Randall Humann, Chief Financial Officer, Treasurer

(Typed or printed name and capacity of person signing application)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

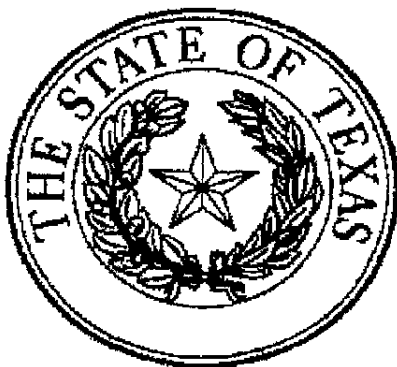
Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for BAYWATER, INC. (filing number: 146707600), a Domestic Business Corporation, was filed in this office on November 12, 1997.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name
officially and caused to be impressed hereon the Seal of
State at my office in Austin, Texas on April 20, 2005.

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TALLAHASSEE FLORIDA



A handwritten signature of Roger Williams in black ink.

Roger Williams
Secretary of State