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FOREIGN PROFIT QUALIFICATION

WCA OF FLORIDA, INC.

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N. Cullinan SEP 29 2005

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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. WCA OF FLORIDA, INC.

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

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

2. Delaware

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

3. Applied For

(FEI number, if applicable)

4. September 12, 2005

(Date of incorporation)

5. Perpetual

(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

(City)

Florida 32303

(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.

Bayle Wendle, 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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A. DIRECTORS

Chairman: Please see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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]

(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 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. Casalino	Vice President	One Riverway, Suite 1400 Houston, Texas 77056
Joseph J. Scarano, Jr.	Vice President	One Riverway, Suite 1400 Houston, Texas 77056

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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Delaware

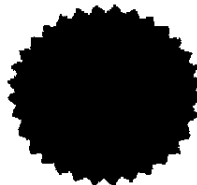
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WCA OF 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 TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WCA OF FLORIDA, INC." WAS INCORPORATED ON THE TWELFTH 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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050793943

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4188577

DATE: 09-28-05

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