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FOREIGN PROFIT/NONPROFIT CORPORATION

SANDERS MORRIS HARRIS INC.

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CLERK OF STATE
TALLAHASSEE, FL 32304

06 JAN 26 AM 11:34

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T. Burch JAN 27 2006

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. SANDERS MORRIS HARRIS INC.

(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. Texas

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

3. 76-0224835

(FEI number, if applicable)

4. July 23, 1987

(Date of incorporation)

5. Perpetual

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

6. January 1, 2006

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

7. 600 Travis, Suite 3100, Houston, Texas 77002

(Principal office address)

600 Travis, Suite 3100, Houston, Texas 77002

(Current mailing address)

8. All lawful businesses

(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: C T 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.

C T Corporation System

E. A. Wallace

Assistant Secretary

By:

(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORSChairman: George L. BaltAddress: 600 Travis, Suite 3100, Houston, TX 77002Vice Chairman: Don A. SandersAddress: 600 Travis, Suite 3100, Houston, TX 77002Director: Ben T. MorrisAddress: 600 Travis, Suite 3100, Houston, TX 77002Director: Robert E. Garrison IIAddress: 600 Travis, Suite 3100, Houston, TX 77002**B. OFFICERS**President: Robert E. Garrison IIAddress: 600 Travis, Suite 3100, Houston, TX 77002Vice President: John T. UngerAddress: 600 Travis, Suite 3100, Houston, TX 77002Secretary: Sandy WilliamsAddress: 600 Travis, Suite 3100, Houston, TX 77002Treasurer: Howard WongAddress: 600 Travis, Suite 3100, Houston, TX 77002

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. John T. Unger, Senior Vice President and General Counsel

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 SANDERS MORRIS HARRIS INC. (filing number: 104566300), a Domestic Business Corporation, was filed in this office on July 23, 1987.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 December 21,
2005.



A handwritten signature in cursive script, reading "Roger Williams".

Roger Williams
Secretary of State