

To: Florida Department of State
Subject: 000438 130729

From: Division of Corporations

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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
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FOREIGN PROFIT/NONPROFIT CORPORATION
WAFRA HOLDINGS, INC.

| | |
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8-23-10

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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. Watra Holdings, 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. DELAWARE 3. 13-4197309
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03/20/2003 5. Perpetual
(Date of incorporation) (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. 345 Park Avenue, 41st Floor, NY, NY 10154
(Principal office address)

345 Park Avenue, 41st Floor, NY, NY 10154
(Current mailing address)

8. Real Estate Holdings
(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: National Corporate Research, Ltd., Inc.

Office Address: 515 East Park Ave

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.

Michael A. Asst. Secretary
(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: Fahad Al-Rajaan

Address: 345 Park Ave., 41st Floor, NY, NY 10154

Director: Abdullah J. Al-Sabah

Address: (See Above)

Director: Mohamad W. Khayja

Address: (See Above)

Director: Anthony G. Barbuto

Address: (See Above)

B. OFFICERS

C.E.O. President: Mohamad W. Khayja

Address: 345 Park Ave., 41st Floor, NY, NY 10154

Executive Vice President: Abdullah J. Al-Sabah

Address: (See Above)

VP, Treas. and Secretary: Anthony G. Barbuto

Address: (See Above)

Senior VP Treasurer: Frank Lively

Address: (See Above)

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

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

14. Anthony G. Barbuto, Director
(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WAFRA HOLDINGS, 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 NINETEENTH DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WAFRA HOLDINGS, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



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at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8182845

DATE: 08-19-10

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