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F96000004332

C CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

Werner ZPTI of Texas, Inc

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Florida Department of State, Jim Smith, Secretary of State

**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. WAMCO XXII OF TEXAS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas 3. 74-2748255
(State or country under the law of which it is incorporated) (FEI Number, if applicable)
4. May 26, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 2, 1996
(Date first transacted business in Florida. See Section 607.1501, 607.1502 and 817.156, F.S.)
7. 6400 Imperial Drive, P. O. Box 8216, Waco, Texas 76712-8216
(Current mailing address)
8. To engage in any business activity for which corporations may be incorporated
in the State of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
10. Registered agent 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.

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TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Connie Bryan

(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: James R. Hawkins
Address: J-Hawk Corporation, 6400 Imperial Drive, Waco, Texas 76712-8216

Director: James T. Sartain
Address: J-Hawk Corporation, 6400 Imperial Drive, Waco, Texas 76712-8216

Director: Rick R. Hagelstein
Address: J-Hawk Corporation, 6400 Imperial Drive, Waco, Texas 76712-8216

Director: Jeffrey Leu
Address: 600 Clearwater Drive, Minnetonka, Minnesota 55343

Director: E. Gerald O'Brien
Address: 600 Clearwater Drive, Minnetonka, Minnesota 55343

Director: Jeffrey Parker
Address: 600 Clearwater Drive, Minnetonka, Minnesota 55343

B. OFFICERS

Chairman of the Board: James R. Hawkins
Address: J-Hawk Corporation, 6400 Imperial Drive, Waco, Texas 76712-8216

President: James T. Sartain

Address: J-Hawk Corporation, 6400 Imperial Drive, Waco, Texas 76712-8216

Executive Vice President: Rick R. Hagelstein

Address: J-Hawk Corporation, 6400 Imperial Drive, Waco, Texas 76712-8216

Secretary: Margie Ray

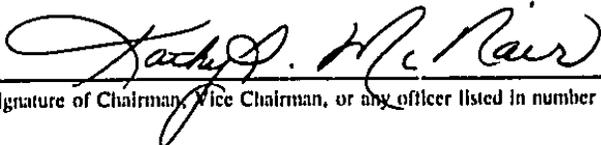
Address: J-Hawk Corporation, 6400 Imperial Drive, Waco, Texas 76712-8216

Senior Vice President/Treasurer: Kathy S. McNair

Address: J-Hawk Corporation, 6400 Imperial Drive, Waco, Texas 76712-8216

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Kathy S. McNair, Senior Vice President
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

WAMCO XXII OF TEXAS, INC.
CHARTER NO. 1357592

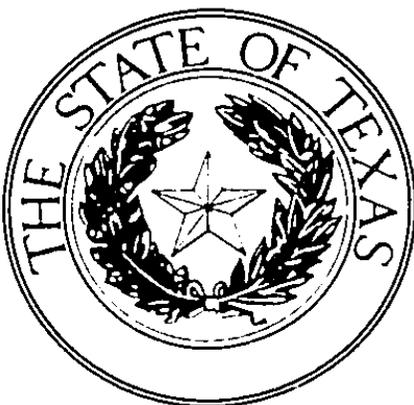
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TALLAHASSEE, FLORIDA

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were filed in this office and a certificate of incorporation was issued on
MAY 26, 1995;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on August 22, 1996.*



Antonio O. Garza, Jr.
Secretary of State

DAE