

Document Number Only

F98000004365

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002603403--0

-07/31/98--01003--005

*****70.00 *****70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 30 PM 4:49

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98 JUL 30 PM 3:58

DIVISION OF CORPORATION

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change

☐ Limited Liability Partnership

☐ UCC-1

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

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☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
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Thanks, Melanie ☺

7.30.98

File 1st

8/1/98

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. WP-Watermark, 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. Delaware

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

3. Applied for

(FEI number, if applicable)

4. 7-27-98

(Date of incorporation)

5. perpetual

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

6. 7-27-98

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Caprock Investments, LLC

12th Floor, 7735 Old Georgetown Road, Bethesda, Maryland 20814

(Current mailing address)

8. Engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

Carrie Bryan
(Registered agent's signature) (Officer)

Carrie Bryan, Special Asst. Secretary
(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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 (Street address only - P.O. Box NOT acceptable)

Chairman: Thomas K. Wasp

Address: c/o Caprock Investments, LLC
12th Floor, 7735 Old Georgetown Road
Bethesda, Maryland 20814

Vice Chairman: David Pierce
Address: c/o The Horizon Group
554 Pratt
North Schaumburg, IL 60193

Director: Mark A. Ferrucci
Address: 1209 Orange Street
Wilmington, Delaware 19801

Director:
Address:

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TALLAHASSEE, FLORIDA

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Thomas K. Wasp
Address: c/o Caprock Investments, LLC
12th Floor, 7735 Old Georgetown Road
Bethesda, Maryland 20814

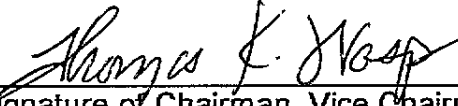
Vice President: David Pierce
Address: 554 Pratt Avenue North
Schaumburg, Illinois 60193

Secretary: David Pierce
Address: 554 Pratt Avenue North
Schaumburg, Illinois 60193

Treasurer: Thomas K. Wasp

Address: c/o Caprock Investments, LLC
12th Floor, 7735 Old Georgetown Road
Bethesda, Maryland 20814

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. Thomas K. Wasp, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WP-WATERMARK, 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-SEVENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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07-27-98