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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

*Linda L. Kite*  
Account Name : MOOSE, CASEY, CIKLIN, ET AL  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**WDR Investors, Inc.**

Certificate of Status	1
Certified Copy	0
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**WDR INVESTORS, LLC  
3903 Bellaire Boulevard  
Houston, TX 77025**

July 2, 2003

**VIA TELEFAX**

Secretary of State  
State of Florida  
Division of Corporations

Re: WDR Investors, LLC and WDR Investors, Inc.

Dear Sir or Madam:

Attached are proposed Articles of Incorporation for WDR Investors, Inc. We understand that the name is substantially similar to that of WDR Investors, LLC, but as these entities are owned and operated by substantially the same individuals, we wish to register the companies in this manner.

The signatory listed below is an officer with both entities and is authorized by both entities to sign this communication.

Should you have any questions or comments, please do not hesitate to contact our legal counsel, William R. Boose, III, at (561) 832-5900.

Sincerely,



Michael G. Tombari

or

Ken L. Hatfield

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**ARTICLES OF INCORPORATION**  
**OF**  
**WDR Investors, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned subscriber and incorporator, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

**ARTICLE I**

**Name and Address**

The name and address of the proposed corporation shall be WDR Investors, Inc., 11811 North Freeway, Suite 300, Houston, TX 77060-3238.

**ARTICLE II**

**Duration**

This corporation shall commence existence on the date of the execution of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

**Purpose**

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

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2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

#### ARTICLE IV

##### Capital Stock

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

#### ARTICLE V

##### Initial Officers/Directors

The names, addresses and titles of the initial Officers/Directors are as follows:

Fausto Rusca  
President/Director

Via Maggio #1  
6900 Lugano, Switzerland

Michael G. Tombari  
Vice President/Treasurer

11811 North Freeway  
Suite 300  
Houston, TX 77060-3238

Ken L. Hatfield  
Vice President/Secretary

11811 North Freeway  
Suite 300  
Houston, TX 77060-3238

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**ARTICLE VI****Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 515 North Flagler Drive, #1900, West Palm Beach, FL 33401.

The name of the initial registered agent of this corporation at that address is William R. Boose, III.

**ARTICLE VII****Board of Directors**

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders.

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

**ARTICLE VIII****Subscribers/Incorporator**

The name and address of the person signing these Articles as subscriber/incorporator is :

William R. Boose, III

515 North Flagler Drive

19<sup>th</sup> Floor

West Palm Beach, FL 33401

**ARTICLE IX****Bylaws**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the

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number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

#### **ARTICLE X**

##### **Indemnification and Limitation of Liability**

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

#### **ARTICLE XI**

##### **Working Capital**

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

#### **ARTICLE XII**

##### **Amendment**

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

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IN WITNESS WHEREOF, the undersigned, being the original incorporator and subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 3rd day of July, 2003.



William R. Boose, III

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



William R. Boose, III

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