

# State of Idaho

## Department of State

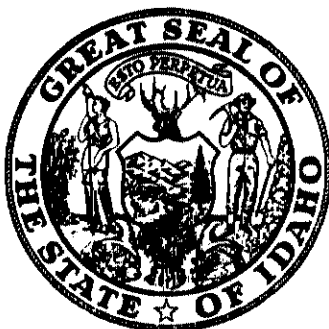
### CERTIFICATE OF AUTHORITY OF

WPM INVESTORS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WPM INVESTORS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to WPM INVESTORS, INC. to transact business in this State under the name WPM INVESTORS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 21, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

JAN 21 9 33 AM '94

SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is WPM Investors, Inc.
2. The name which it shall use in Idaho is \_\_\_\_\_  
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is November 16, 1993 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5.  
85 Broad Street, New York, New York 10004
7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:  
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State  
Division of Corporations  
Statehouse, Room 203  
Boise, Idaho 83720

Secretary of State use only

IDAH0 SECRETARY OF STATE  
19940121 0900 49831 2  
CK #: 16256 CUST# 2048  
CORP 1@ 120.00= 120.00

ACA593

File Two Copies along with a Certificate  
of Corporate Status or Existence

Fee: \$100 if typed with no attachments

\$120 if not type or if attachments are included

(IDAH0 - 2542 - 7/13/93)

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
see attached list of directors and officers		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 28, 1993

WPM Investors, Inc.

(Corporation Name)

By David R. Weil  
David R. Weil its President Vice President (please specify)

and Richard E. Georgi, III  
Richard E. Georgi, III its Secretary Assistant Secretary (please specify)

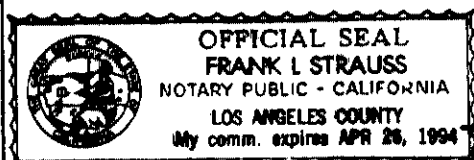
STATE OF California ) ss:

COUNTY OF Los Angeles )

I, Frank L. Strauss, a notary public, do hereby certify that on  
this 28th day of December, 19 93, personally appeared before  
me Richard E. Georgi, III and David R. Weil, who being by me first duly sworn, declared that (s)he  
is the Assistant Secretary of \_\_\_\_\_

WPM Investors, Inc.

that (s)he signed the foregoing documents as Assistant Secretary of the corporation and that  
the statements therein contained are true.



Frank L. Strauss  
Notary Public

Appendix to Idaho  
Application for Certificate of Authority

**Directors and Officers of  
WPM Investors, Inc.**

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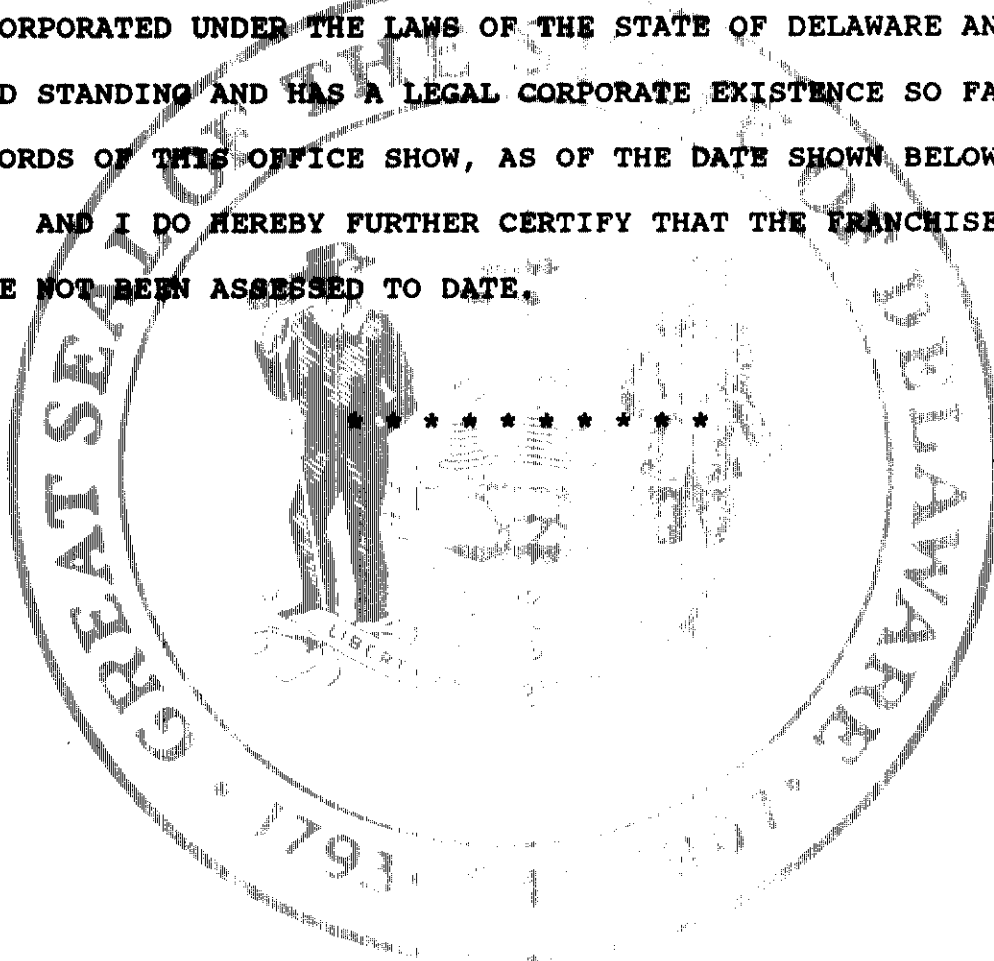
1. Daniel M. Neidich, President and Director  
85 Broad Street  
New York, New York 10004
2. Michael D. Fascitelli, Director  
85 Broad Street  
New York, New York 10004
3. David T. Hamamoto, Vice President & Treasurer and Director  
85 Broad Street  
New York, New York 10004
4. David R. Weil, Vice President  
85 Broad Street  
New York, New York 10004
5. Stuart M. Rothenberg, Vice President  
85 Broad Street  
New York, New York 10004
6. Stuart F. Koenig, Vice President & Secretary  
85 Broad Street  
New York, New York 10004
7. Dang T. Phan, Vice President  
85 Broad Street  
New York, New York 10004
8. Neil Hasson, Vice President  
85 Broad Street  
New York, New York 10004
9. Todd A. Williams, Assistant Secretary  
100 Crescent Court, #1000  
Dallas, Texas 75201
10. Richard E. Georgi, III, Assistant Secretary  
85 Broad Street  
New York, New York 10004

## Office of the Secretary of State

JAN 21 9 30 AM '94  
SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY WPM INVESTORS, 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 DATE SHOWN BELOW.

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

*William T. Quillen*

William T. Quillen, Secretary of State

AUTHENTICATION:

DATE: \*4212950

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12/27/1993