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FILED
In the Office of the
Secretary of State of Texas
NOV 10 1988
Corporations Section

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH BY A PROFIT CORPORATION

1. The name of the corporation is J T THORPE COMPANY

2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of Texas before filing this statement is
6833 KIRBYVILLE, HOUSTON, TEXAS 77033

3. The address, including street and number, to which its registered office is to be changed is
NO CHANGE

   (Give new address or state "no change")

4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, before filing this statement is FRANK C. SHELDEN

5. The name of its new registered agent is GERALD W. SCOTT

   (Give new name or state "no change")

6. The address of its registered office and the address of the office of its registered agent, as changed, will be identical.

PLAINTIFF'S EXHIBIT
TIC-8

7. Such change was authorized by: (Check One)

   ____ A. The Board of Directors

   _X_ B. An officer of the corporation so authorized by the Board of Directors.

An Authorized Officer

Approved & filed in the office of the Secretary of State This 16 day of Feb 1956 [signature] Chief Charter Division

ADOPTION OF PROVISIONS OF
TEXAS BUSINESS CORPORATION ACT BY
J. T. THORPE COMPANY

Pursuant to the provisions of Article 9.14 C of the Texas Business Corporation Act, the undersigned corporation submits the following for the purpose of adopting the provisions of the Texas Business Corporation Act:

1. The name of the corporation is J. T. THORPE COMPANY;

2. It is incorporated under the laws of the State of Texas;

3. Each resolution adopted by the corporation is attached hereto and incorporated herein by reference;

4. The date each resolution was adopted by the corporation was on the 7th day of November, 1955.

5. The Post Office address of its initial registered office is 5440 Polk Avenue, Houston, Texas. The name of its initial registered agent at such address is W. R. Downs.

DATED the 14th day of February, 1956.

J. T. THORPE COMPANY

By [signature] W. R. Downs
President

[signature]
Secretary

THE STATE OF TEXAS)
COUNTY OF HARRIS)

I, Ann Reagan, a Notary Public, do hereby certify that on this 14 day of February, 1956, personally appeared before me W. R. Downs, who being by me first duly sworn, declared that he is the President of J. T. Thorpe Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Ann Reagan
Notary Public in and for
Harris County, Texas.

NOTICE OF REGULAR MEETING OF SHAREHOLDERS
OF J. T. THORPE COMPANY
<u>TO BE HELD ON THE 7th day of November, 1955</u>

TO:

J. T. THORPE, INC., W. R. DOWNS, FRANK C. SHELDEN, JR., AND JOSEPH WEBB, constituting all of the Shareholders of J. T. Thorpe Company.

You are hereby given notice that on the 7th day of November, 1955, a regular meeting will be held at the offices of J. T. Thorpe Company, at 10:00 o'clock A.M., for the purpose of voting on the following resolution adopted by the Board of Directors:

> BE IT RESOLVED that pursuant to the provisions of Article 9.14 C of the Texas Business Corporation Act, J. T. Thorpe Company adopt the provisions of the Texas Business Corporation Act.

J. T. THORPE COMPANY

By W. R. Downs
President

MEETING OF SECOND ANNUAL
MEETING OF SHAREHOLDERS
OF

J. T. THORPE COMPANY

The second annual meeting of the Shareholders of J. T. Thorpe Company was held at 5440 Polk Avenue, Houston, Texas, on the 7th day of November, 1955, being the second Monday in November, pursuant to written notice of such meeting mailed by the Secretary more than ten (10) days prior to the date of the meeting, to each Shareholder, stating the place, day and hour of said meeting. The meeting was held at 10:00 o'clock A.M.

The following Shareholders were present:

J. T. Thorpe, Inc.	2,750 shares
W. R. Downs	1,250 shares
Frank C. Shelden, Jr.	500 shares

J. T. Thorpe, Inc., was present by and through H. W. Baker, who presented his proxy from the said J. T. Thorpe, Inc., which proxy is attached hereto and made a part hereof.

Joseph Webb, who holds 500 shares in the company was absent.

On motion duly made and seconded, Frank C.Shelden, Jr., was elected chairman of the meeting and W. R. Downs was elected Secretary of the meeting.

Ninety per cent (90%) of the stock being present, a quorum was declared present.

The minutes of the last meeting of the Shareholders held on the 8th day of November, 1954, were read and approved.

The Secretary of the meeting announced that the annual report of the company was not yet ready, but that it would be mailed to all Shareholders shortly after the 31st day of December, 1955.

The members of the present Board of Directors, A. L. Erickson, W. R. Downs and Frank C. Shelden, Jr., were nominated and unanimously elected to be Directors for the company for the ensuing year and until their successors are duly elected and qualified.

Payments under the company's profit sharing plan were discussed and inasmuch, as of the date of the Board meeting, it appeared there would be no payments due under said plan for the current year, it was voted to pay one months salary to all employees under the bonus plan, provided, in the opinion of the Directors, sufficient funds were available at the close of the current year.

Upon motion duly made and seconded, the following resolution was passed:

> RESOLVED, that pursuant to Article 9.14 C of the Texas Business Corporation Act, J. T. Thorpe Company adopts the provisions of the Texas Business Corporation Act; subject, however, to the decision of its Board of Directors to do so;

and, be it further -

> RESOLVED that this resolution of the Shareholders be submitted to a vote of the Directors of J. T. Thorpe Company at the regular annual meeting of such Directors to be held immediately after the adjournment of this Shareholders' meeting.

Upon motion duly made and seconded, the following resolution was passed:

> RESOLVED, that the action of the Directors of the corporation during the year immediately past, for and on behalf of said corporation, and in conduct of their officers as Directors be, and the same is hereby RATIFIED and CONFIRMED by the Shareholders of J. T. Thorpe Company.

There being no further business, on motion duly made and seconded, the meeting adjourned.

W. R. Downs, Secretary

KNOW ALL MEN BY THESE PRESENTS:

That J T THORPE INC. does hereby make, constitute and appoint H. W. Baker, our true and lawful attorney, for us and in our name, place and stead, to attend the annual meeting of stockholders of J T Thorpe Company at Houston, Texas, on November ~~14~~ 7, 1955, at 10:00 A.M., of said day, and to represent us and vote as our proxy at said meeting, or at any adjournment thereof, upon all subjects, business, or matters that shall come before such meeting.

WITNESS OUR HAND at Los Angeles, California, this 3rd day of November, 1955.

J T THORPE INC.

A. L. Erickson
President

O. V. Wells
Secretary

NOTICE OF REGULAR MEETING OF THE BOARD OF DIRECTORS OF J. T. THORPE COMPANY TO BE HELD ON November 7, 1955.

TO:

W. R. DOWNS, FRANK C. SHELDEN, JR., and A. L. ERICKSON, constituting all of the Directors of J. T. Thorpe Company.

You are hereby given notice that on the 7th day of November, 1955, a regular meeting will be held at the offices of J. T. Thorpe Company, at 11:00 o'clock A.M., for the purpose of voting on the following resolution adopted by the Shareholders:

> BE IT RESOLVED that pursuant to the provisions of Article 9.14 C of the Texas Business Corporation Act, J. T. Thorpe Company adopt the provisions of the Texas Business Corporation Act.

J. T. THORPE COMPANY

By [signature]
President

MINUTES OF THE SECOND
REGULAR MEETING OF THE
BOARD OF DIRECTORS OF

J. T. THORPE COMPANY

The second regular annual meeting of the Board of Directors of J. T. Thorpe Company was held at the offices of the company at 5440 Polk Avenue, Houston, Texas, on the 7th day of November, 1955, and pursuant to notice given in accordance with the By-Laws, the meeting was convened immediately following the annual Stockholders' meeting held on the same day, at 11:00 o'clock A.M.

Present were:

W. R. Downs
Frank C. Shelden, Jr.

Absent at the meeting was A. L. Erickson, but present in his place in a non-voting and an advisory capacity was H. W. Baker.

The minutes of the first regular annual meeting of the Board of Directors, and all special meetings held thereafter were read and approved.

It was announced that Mrs. Ann Reagan had resigned as Assistant Secretary of the company effective March 16, 1955. With the exception of the office of Assistant Secretary, all of the present officers of the company were renominated to fill the respective offices now held by them for the ensuing year or until their successors are elected. They were unanimously elected and the presiding officer announced as a result of the election, the following officers for the ensuing year were:

W. R. Downs, President
Frank C. Shelden, Jr., Vice-President
A. L. Erickson - Treasurer and Chairman of the Board
T. H. Riggs - Secretary
Mary Severance - Assistant Treasurer.

It was decided that the office of Assistant Secretary would be left vacant for the time being.

The company's present insurance problems, purchase of its present offices and warehouse, possible sub-letting of a portion thereof all were informally discussed, but no action was taken in connection therewith. Mr. Baker indicated that he would present to J. T. Thorpe, Inc., the desire of this company to enter into a lease purchase agreement and inform this company as to the result of his discussion with the said J. T. Thorpe, Inc.

There followed a discussion concerning the payment of dividends and it was the decision of the Board that no action should be taken concerning dividends at this time.

Payments under the company's profit sharing plan were discussed and inasmuch, as of the date of the Board meeting, it appeared there would be no payments due under said plan for the current year, it was voted to pay one months salary to all employees under the bonus plan, provided, in the opinion of the Directors, sufficient funds were available at the close of the current year.

Upon motion duly made and seconded, it was further

RESOLVED that the President and Vice-President and Treasurer be and the same are hereby authorized to distribute an amount, not to exceed a total of $1,000.00 to such persons employed on an hourly basis by the company, and considered by such designated officers of the company to be key employees; provided, at the close of the current year, in the opinion of the Directors, sufficient funds are available from which to pay such bonus; in the event such bonus is paid, it shall be distributed among such key employees as said officers, in their sole discretion, shall determine, it being the desire of the Board of Directors to reward such employees so designated in accordance with their respective merits and length of service with the company.

Upon motion duly made and seconded, it was further

RESOLVED, that pursuant to the provisions of Article 9.14 C of the Texas Business Corporation Act, J. T. Thorpe Company adopts the provisions of the Texas Business Corporation Act; and further, that the President and Secretary of the company be authorized to sign and submit to the Secretary of State of the State of Texas the required forms adopting the provisions of the Texas Business Corporation Act.

Upon motion duly made and seconded, it was further

RESOLVED, that all of the actions and conduct of the officers of the company for and in behalf of said company during the past calendar year be, and such action and conduct is hereby RATIFIED and CONFIRMED by the unanimous vote of the Board of Directors of the company.

There being no further business, on motion duly made and seconded, the meeting was adjourned.

Chairman of Board Meeting

Secretary

C H A R T E R

Approved & filed in the Office of Secretary of State

DEC 22 1953

Roger Tyler

Ass't Secretary of State

THE STATE OF TEXAS)
)
COUNTY OF HARRIS) KNOW ALL MEN BY THESE PRESENTS:

That we, W. R. DOWNS, FRANK C. SHELDEN, JR., and T. H. RIGGS, all citizens of the State of Texas, under and by virtue of the laws of this State do hereby voluntarily associate ourselves together for the purpose of forming a private corporation under such laws upon the following terms and conditions:

I.

The name of the corporation shall be J. T. THORPE COMPANY.

II.

The purpose for which it is formed is to contract for the erection, construction or repair of any building, structure or improvement, public or private, and erect, construct or repair same or any part thereof, and to acquire, own, prepare for use any materials for said purpose, all as authorized by Subdivision 46, Article 1302 of the Texas Revised Civil Statutes of 1925.

III.

The places where the business of the corporation is to be transacted are Houston, Harris County, Texas, and elswhere within or without the State of Texas, in accordance with the laws of said State, and its principal place of business is to be in Houston, Harris County, Texas.

IV.

The term for which it is to exist is Fifty (50) Years.

THE STATE OF TEXAS)
)
COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, on this day personally appeared W. R. DOWNS, FRANK C. SHELDEN, JR., and T.H.RIGGS, known to me to be the persons whose names are subscribed below, who, having been duly sworn by me on oath depose and say each for himself:

That they are the identical parties who executed the Charter of the J.T.Thorpe Company, which is sought to be incorporated under the laws of the State of Texas; that the full amount of the capital stock, with par value to be issued by said corporation, namely FIFTY THOUSAND ($50,000.00) DOLLARS, has been in good faith subscribed and paid for in cash; that the following are the names, residences and post office addresses of the parties subscribing to said capital stock:

NAMES	RESIDENCES	POST OFFICE ADDRESSES
J.T.Thorpe, Inc.	California	948 East Second St. Los Angeles, California.
W. R. Downs	Texas	4102 Case Street Houston, Texas.
Frank C. Shelden, Jr.	Texas	3515 Purdue Street Houston, Texas.

That the amount subscribed by each and the amount paid by each in cash is shown as follows:

NAMES	AMOUNT SUBSCRIBED	AMOUNT PAID
J.T.Thorpe, Inc.	2,750 Shares	$27,500.00
W.R.Downs	1,750 Shares	$17,500.00
Frank C. Shelden, Jr.	500 Shares	5,000.00

W. R. Downs

Frank C. Shelden, Jr.

T. H. Riggs

V.

The number of Directors shall be Three (3), or any number as fixed by the By-laws of the corporation, but in no event less than Three (3), and the names and residences of those who are appointees for the first year are as follows:

NAMES	RESIDENCES
A. L. Erickson	948 East Second Street, Los Angeles, California
W. R. Downs	4102 Case Street, Houston, Texas.
Frank C. Shelden, Jr.	3515 Purdue Street, " "

VI.

The amount of capital stock is FIFTY THOUSAND ($50,000.00) DOLLARS, divided into Five Thousand (5,000) Shares, each of the par value of TEN ($10.00) DOLLARS, all of which capital stock has been in good faith subscribed and all of which has been paid in, as is further shown by affidavit attached hereto.

W R Downs
W.R. Downs

Frank C. Shelden Jr
Frank C. Shelden, Jr.

T H Riggs
T. H. Riggs

THE STATE OF TEXAS)
)
COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, on this day personally appeared W.R.DOWNS, FRANK C. SHELDEN, JR., and T.H.RIGGS, known to me to be the persons whose names are subscribed to the fore-going instrument, and also known to me to be citizens of said State, and each acknowledged to me that he executed the same for the purposes and consideration therein expressed.

IN TESTIMONY WHEREOF, I hereunto set my name and affix the seal of my office this 18th day of December, 1953.

Lutie D. Reed
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, TEXAS. LUTIE D. REED

NOTARY PUBLIC TEXAS

THE STATE OF TEXAS)
)
COUNTY OF HARRIS)

SUBSCRIBED AND SWORN TO BEFORE ME by the said W.R.Downs, Frank C. Shelden, Jr. and T.H.Riggs, respectively, this 18th day of December, 1953.

Lutie D. Resch
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, TEXAS.

LUTIE D. RESCH

Filed in the Office of the Secretary of State of Texas
This 13 day of Feb. 1969
Donald W. Ray
Director, Corporation Division

STATEMENT OF CHANGE OF

REGISTERED OFFICE AND REGISTERED AGENT

TO THE SECRETARY OF STATE
OF THE STATE OF TEXAS:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas, submits the following statement for the purpose of changing its registered office and registered agent in the State of Texas:

1. The name of the corporation is J. T. Thorpe Company.

2. The post office address of its present registered office is 5440 Polk Avenue, Houston, Texas 77023.

3. The post office address to which its registered office is to be changed is 6833 Kirbyville, Houston, Texas 77033.

4. The name of its present registered agent is W. R. Downs.

5. The name of its successor registered agent is Frank C. Shelden, Jr.

6. The post office address of its registered office and the post office address of the business office of its registered agent, as changed, will be identical.

7. Such change was authorized by resolution duly adopted by its Board of Directors on the 20th day of November, 1968.

Dated the 2/5 day of January, 1969.

J. T. THORPE COMPANY

By [signature]
President

and [signature]
Secretary

THE STATE OF TEXAS |
COUNTY OF HARRIS |

I, John J. King, a Notary Public, do hereby certify that on this 21st day of January, A.D. 1969, personally appeared before me FRANK C. SHELDEN, JR., who being by me first duly sworn, declared that he is the President of J. T. Thorpe Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

John J. King
Notary Public in and for
Harris County, Texas

V 2

Filed in the Office of the Secretary of State of Texas This 30 day of Jan 1969
[illegible]
Legal Counsel

STATEMENT OF

CANCELLATION OF TREASURY SHARES

TO THE SECRETARY OF STATE
OF THE STATE OF TEXAS:

Pursuant to the provisions of Article 4.11 of the Texas Business Corporation Act, the undersigned corporation submits the following statement of cancellation by resolution of its Board of Directors of shares of the corporation re-acquired by it, other than redeemable shares redeemed or purchased:

1. The name of the corporation is J. T. THORPE COMPANY.

2. A resolution was duly adopted by the Board of Directors on the 20th day of November, 1968, authorizing the cancellation of 830 treasury shares, itemized as follows:

Class	Number of Shares
Common Stock	[illegible]30

The amount of stated ca[illegible] [illegible]esented by the shares to be cance[illegible] [illegible]en Thousand Sixty and No/100 Dolla[illegible] [illegible].00).

3. The aggregate number of [illegible] [illegible]ares, itemized by classes and series an[illegible] [illegible]e, if any, after giving effect to s[illegible] [illegible]lation, is 7,170, itemized as follo[illegible]:

Class	Par Value	Number of Shares
Common Stock	$10.[illegible]	4,570
Common Stock	$16.8[illegible]	2,600

4. The amount of the stated capital of the corporation, after giving effect to such cancellation, is Eighty-Nine Thousand Five Hundred Fifty and No/100 Dollars ($89,550.00)

Dated the 21st day of January, 1969.

J. T. THORPE COMPANY

By R. Frank [signature] President

and J. Hopkins [signature] Secretary

THE STATE OF TEXAS ⁞

COUNTY OF HARRIS ⁞

I, John J. King, a Notary Public, do hereby certify that on this 21st day of January, A.D. 1969, personally appeared before me FRANK C. SHELDEN, JR., who, being by me first duly sworn, declared that he is the President of J. T. Thorpe Company, that signed the foregoing document as President of the corporation, and that the statements therein contained are true.

John J. King [signature]
Notary Public in and for
Harris County, Texas

RESTATED ARTICLES OF INCORPORATION

OF

J T THORPE COMPANY

FILED In the Office of the Secretary of State of Texas ... Division

1. J T THORPE COMPANY, pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

2. The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows:

a. The Articles of Incorporation are hereby amended by adding thereto a new Article II reading as follows:

"The period of its duration is perpetual."

b. The Articles of Incorporation are hereby amended by adding thereto a new Article III reading as follows:

"The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act."

c. The Articles of Incorporation are hereby amended by adding thereto a new Article IV reading as follows:

"The aggregate number of shares which the corporation shall have authority to issue is Ten Million (10,000,000) Shares of Common Stock without par value."

4.1. Pre-emptive Rights. No holder of securities of the corporation shall be entitled as a matter of right, pre-emptive or otherwise, to subscribe for or purchase any securities of the corporation now or hereafter authorized to be issued, or securities held in the treasury of the corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise. Any such securities may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

4.2 Purchase of Shares. Subject to compliance with all applicable laws and with any restrictions appearing elsewhere in these Articles of Incorporation, the corporation may, upon resolution of its Board of Directors, purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

4.3 Voting Requirements for Certain Corporate Action. Except as may otherwise be specifically provided in these Articles of Incorporation, with respect to any action required to be taken by the holders of the capital stock of the corporation, or the holders of any class or series thereof, the vote or concurrence of the holders of a majority of the shares of such capital stock or the holders of a majority of the shares of such class or series, as the case may be, shall be sufficient to authorize such action, notwithstanding any provision of the Texas Business Corporation Act requiring the vote or concurrence of the holders of a greater number of shares of such capital stock, class or series."

3. Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation were duly adopted by the shareholders of the corporation on the 29th day of April, 1981.

4. The number of shares outstanding was 81497; the number of shares entitled to vote on the Restated Articles of Incorporation as so amended was 81497; the number of shares voted for such Restated Articles as so amended was 81397; and the number of shares voted against such Restated Articles of Incorporation as so amended was -0-.

5. The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

RESTATED ARTICLES OF INCORPORATION

OF

J T THORPE COMPANY

ARTICLE I

The name of the corporation is J T Thorpe Company.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Ten Million (10,000,000) Shares of Common Stock without par value.

4.1. Pre-emptive Rights. No holder of securities of the corporation shall be entitled as a matter of right, pre-emptive or otherwise, to subscribe for or purchase any securities of the corporation now or hereafter authorized to be issued, or securities held in the treasury of the corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise. Any such securities may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

4.2. Purchase of Shares. Subject to compliance with all applicable laws and with any restrictions appearing elsewhere in these Articles of Incorporation, the corporation may, upon resolution of its Board of Directors, purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

4.3 Voting Requirements for Certain Corporate Action. Except as may otherwise be specifically provided in these Articles of Incorporation, with respect to any action required to be taken by the holders of the capital stock of the corporation, or the holders of any class or series thereof, the vote or concurrence of the holders of a majority of the shares of such class or series, as the case may be, shall be sufficient to authorize such action, notwithstanding any provision of the Texas Business Corporation Act requiring the vote or concurrence of the holders of a greater number of shares of such capital stock, class or series.

ARTICLE V

The corporation has heretofore complied with the requirements of the Texas Business Corporation Act with respect to initial minimum consideration for the issuance of shares.

ARTICLE VI

The address of the corporation's registered office is 6833 Kirbyville, Houston, Texas 77033, and the name of its registered agent at such address is Frank C. Shelden.

ARTICLE VII

The number of directors constituting the Board of Directors is four, and the names and addresses of the persons who are currently serving as the directors until the next annual meeting of the shareholders or until their respective successors are elected and qualified are:

Name	Address
Horace W. Baker	948 East 2nd St., Los Angeles, CA
Frank C. Shelden	1202 Riverbend Dr., Houston, TX
M. P. Proctor	7515 Rockhill, Houston, TX 77061
W. R. Solaini	948 East 2nd St., Los Angeles, CA

DATED this 18th day of June, 1981.

J T THORPE COMPANY

By [signature]
President

By [signature]
Secretary

STATE OF T E X A S §
§
COUNTY OF HARRIS §

I, Mary Ann Smith, a notary public, do hereby certify that on this 18th day of June, 1981, personally appeared before me Frank C. Shelden, who being by me first duly sworn, declared that he is the President of J T Thorpe Company, that he signed the foregoing document as President of said corporation, and that the statements therein contained are true.

Mary Ann Smith
Notary Public in and for
Harris County, T E X A S

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION
OF
J T THORPE COMPANY

Approved ... of the Secretary ...
This 17 day of July ...
Deputy ass't Sec'y of State

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE. The name of the corporation is J T THORPE COMPANY.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on the 20 day of March, 1956:

> RESOLVED, that the capital stock of the corporation be increased from Fifty Thousand Dollars ($50,000.00) divided into Five Thousand (5000) shares of the par value of Ten Dollars ($10.00) each, the same being the present amount of the capital stock of the corporation, to One Hundred Thousand Six Hundred Ten Dollars ($100,610.00), consisting of Five Thousand (5000) shares of the par value of Ten Dollars ($10.00) per share, and Three Thousand (3000) new shares of the par value of Sixteen and 87/100 Dollars ($16.87) each.

The amendment alters or changes Article VI of the original Articles of Incorporation, and said Article VI is hereby amended to read as follows:

> The amount of capital stock is One Hundred Thousand Six Hundred Ten Dollars ($100,610) divided into Five Thousand (5000) shares each of the par value of Ten Dollars ($10.00), (all of which has been in good faith subscribed and all of which has been paid - as is further shown by affidavit attached to the original Articles of Incorporation) and Three Thousand (3000) shares, each of the par value of Sixteen and 87/100 Dollars ($16.87) each.

ARTICLE THREE. The number of shares of the corporation outstanding at the time of such adoption was Five Thousand (5000), and the number of shares entitled to vote thereon was Five Thousand (5000).

ARTICLE FOUR. The number of shares voted for such amendment was Four Thousand Five Hundred (4500); and the number of shares voted against such amendment was

N O N E

ARTICLE FIVE. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

> The amendment increases the capital stock from Fifty Thousand Dollars ($50,000) divided into Five Thousand (5000) shares each of the par value of Ten Dollars ($10.00) per share to One Hundred Thousand Six Hundred Ten Dollars ($100,610.00) divided into Five Thousand (5000) shares each of the par value of Ten Dollars ($10.00) per share, and of Three Thousand (3000) new shares each of the par value of Sixteen and 87/100 Dollars ($16.87) per share.

DATED this the 1st day of May, 1956.

J T THORPE COMPANY

By W R Downs
Its President

John V. Singleton Jr.
Its Secretary

THE STATE OF TEXAS }
COUNTY OF HARRIS }

I, Beverly Guffey, a Notary Public, do hereby certify that on this 1st day of May, 1956, personally appeared before me W. R. Downs, who declared he is the President of the corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Beverly Guffey
Notary Public in and for
Harris County, Texas.

BEVERLY GUFFEY
My Commission Expires June 1, 1957

d.2

THE STATE OF TEXAS)
)
COUNTY OF HARRIS)

I, Beverly Guffey, a Notary Public, do hereby certify that on this 1st day of May, 1956, personally appeared before me John V. Singleton, Jr., who declared he is the Secretary of the corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Beverly Guffey
Notary Public in and for
Harris County, Texas.
BEVERLY GUFFEY
My Commission Expires June 1, 1957

d-3

Filed in the Office of the Secretary of State of Texas This 30 day of Jan 1969 [signature] Legal Counsel

ARTICLES OF AMENDMENT

BY THE SHAREHOLDERS

TO THE

ARTICLES OF INCORPORATION

OF J. T. THORPE COMPANY

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, which Amendments change the life of the corporation from 50 years to perpetual, increases the number of authorized shares of the corporation, and changes all shares from par value to shares without par value:

ARTICLE ONE. The name of the corporation is J. T. THORPE COMPANY.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on the 20th day of November, 1968:

Article IV of the Articles of Incorporation is hereby amended so as to read as follows:

IV.

The period of its duration is perpetual.

Article VI of the Articles of Incorporation is hereby amended so as to read as follows:

VI.

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares, without par value.

ARTICLE THREE. The number of shares of the corporation outstanding at the time of such adoption was 7,170; and the number of shares entitled to vote thereon was 7,170.

ARTICLE FOUR. The number of shares voted for such amendment was 7,100; and the number of shares voted against such amendment was None.

ARTICLE FIVE. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

The Amendment to Article VI of the Articles of Incorporation increases the authorized shares from 5,000 shares with par value of Ten Dollars ($10.00) per share, and 3,000 shares with par value of Sixteen and 87/100 Dollars ($16.87) per share, for a total of 8,000 shares, to 100,000 shares without par value, and one share without par value will be exchanged for one share with par value.

ARTICLE SIX. These Amendments do not effect a change in the amount of stated capital.

Dated the 21st day of January, A.D. 1969.

J. T. THORPE COMPANY

By ______________________ President

And ______________________ Secretary

THE STATE OF TEXAS

COUNTY OF HARRIS

I, John J. King, a Notary Public, do hereby certify that on this 21st day of January, A.D. 1969, personally appeared before me FRANK C. SHELDEN, JR., who declared he is President of the corporation executing the foregoing instrument, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

____
Notary Public in and for
Harris County, Texas