

PLAINTIFF'S
EXHIBIT
TIC-38

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
J T THORPE COMPANY

Approved & filed in the office
of the Secretary of State
This 18 day of July 1956
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.

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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. Duffey
Its Secretary

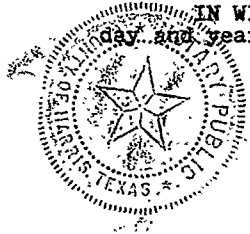
THE STATE OF TEXAS }
COUNTY OF HARRIS }

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 1st day of May, 1956.

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

BEVERLY GUFFEY
My Commission Expires June 1, 1957



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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.

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