



ARIZONA CORP. COMMISSION

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NOV 22 2016

FILED

NOV 29 2016

FILE NO F-2139758-0

FILE NO F21397580

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**

Read the Instructions C018!

1. ENTITY TYPE - check only one to indicate the type of entity applying for authority:

- | | |
|--|--|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER |
| <input type="checkbox"/> NONPROFIT CORPORATION | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION |
| <input type="checkbox"/> PROFESSIONAL CORPORATION | <input type="checkbox"/> CREDIT UNION |
| <input type="checkbox"/> CLOSE CORPORATION | <input type="checkbox"/> TRUST COMPANY |
| <input type="checkbox"/> BUSINESS TRUST | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION |
| <input type="checkbox"/> BUSINESS DEVELOPMENT CORP. | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC. |
| <input type="checkbox"/> CORPORATION SOLE | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) - enter the exact, true name of the foreign corporation:

Emco Wheaton USA, Inc.

3. NAME TO BE USED IN ARIZONA (ENTITY NAME) - see Instructions C018! - Identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

- | | | |
|--|---|---|
| <p>3.1 <input checked="" type="checkbox"/> Name in state or country of incorporation, with no changes -
Go to number 4.</p> | <p>3.2 <input type="checkbox"/> Name in state or country of incorporation, with a corporate identifier added to it -
Enter the name in number 3.4 below.</p> | <p>3.3 <input type="checkbox"/> Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) -
Enter the name in number 3.4 below.</p> |
|--|---|---|

3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

4. FOREIGN DOMICILE - list the state or country in which the foreign corporation is incorporated: Texas

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: 04/30/2003

6. DURATION - the duration or life period of the foreign corporation is presumed to be perpetual unless one of the boxes is checked below and the blanks are filled in:

- The corporation's life period will end after the expiration of _____ years (enter a number of years).
- The corporation's life period will end on this date _____ (enter a date).
- The corporation's life period will end upon the occurrence of this event:

_____ (describe an event).

7. PURPOSE - the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following limitations, if any (leave this blank if there are no limitations on the corporation's purpose):

sales, marketing, distribution

Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country				Country			
Date taking office (optional):				Date taking office (optional):			
13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the Officer Attachment form C085.							
Mark R. Sweeney				Andrew R. Schiesl			
Officer Name				Officer Name			
222 East Erie Street				222 East Erie Street			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Officer title:				Officer title:			
Treasurer				President			
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Officer title:				Officer title:			
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Officer title:				Officer title:			

8. CHARACTER OF BUSINESS - briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

Sales, marketing, distribution

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS - see <i>Instructions C018i</i> - give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:			10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: Is the Arizona known place of business street address the same as the street address of the statutory agent? <input checked="" type="checkbox"/> Yes - go to number 11 and continue. <input type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:		
Attention (optional) <i>9111 Jack Rabbit Road</i>			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City <i>Houston</i>	State <i>TX</i>	Zip <i>77095</i>	City	State	Zip

11. STATUTORY AGENT IN ARIZONA - see <i>Instructions C018i</i> :					
11.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			11.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):		
C T Corporation System					
Statutory Agent Name (required)					
Attention (optional) <i>3800 North Central Avenue, Suite 460</i>			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City <i>Phoenix</i>	State <i>AZ</i>	Zip <i>85012</i>	City	State	Zip
11.3 REQUIRED - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Authority.					

12. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Director Attachment</u> form C082.					
Andrew Schiesl			Mark Sweeney		
Director Name			Director Name		
<i>222 E. Erie St. Ste 500</i>			<i>222 E. Erie Street Ste 500</i>		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City <i>Milwaukee</i>	State or Province <i>WI</i>	Zip <i>53202</i>	City <i>Milwaukee</i>	State or Province <i>WI</i>	Zip <i>53202</i>
Country <i>USA</i>			Country <i>USA</i>		
Date taking office (optional):			Date taking office (optional):		

14. **FOR-PROFITS ONLY – SHARES AUTHORIZED** – see *Instructions C0181* – list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box and complete and attach the Shares Authorized Attachment form C087.

Class: Common Series: _____ Total: 1,000 Par Value: 0.0000

Class: _____ Series: _____ Total: _____ Par Value: _____

15. **FOR-PROFITS ONLY – SHARES ISSUED** – see *Instructions C0181* – list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box and complete and attach the Shares Issued Attachment form C097.

Class: Common Series: _____ Total: 100 Par Value: 0.0000

Class: _____ Series: _____ Total: _____ Par Value: _____

16. **NONPROFITS ONLY – MEMBERS** – check one box only:

Does the foreign nonprofit corporation have members? Yes No

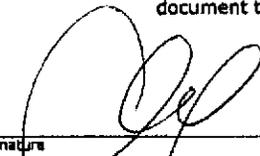
17. **PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL SERVICES** – If “professional corporation” is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

18. **PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:**

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation’s articles of incorporation.

NOTE: You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation’s shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

SIGNATURE: By checking the box marked “I accept” below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.



I ACCEPT

Andrew R Schiesl
Printed Name

11/21/2014
Date

REQUIRED – check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: \$175.00 (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.



DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Emco Wheaton USA, Inc.

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). *NOTE* - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

C T Corporation System

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

James M. Halpin
Assistant Secretary

11/21/16

Signature

Printed Name

Date

REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
--	--

Filing Fee: none (regular processing) Expedited processing – not applicable. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
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DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. ENTITY NAME – give the exact name of the corporation in Arizona:

Emco Wheaton USA, Inc.

2. A.C.C. FILE NUMBER (if already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Check only one of the following to indicate the type of Certificate:

- Initial (accompanies formation or registration documents)
 Annual (credit unions and loan companies only)
 Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS :		
Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:		
4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.	

5. BANKRUPTCY QUESTION:		
5.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5.2	If the answer to number 5.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.	

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Name: Andrew R Schiesl

Address 1: 222 East Eric Street

Address 2: Milwaukee State: WI Zip: 53202

City: USA State: _____ Zip: _____

Country: USA

Name: _____

Address 1: _____

Address 2: _____

City: _____ State: _____ Zip: _____

Country: _____

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

 I ACCEPT

Signature: _____
 Printed Name: Andrew R. Schiesl Date: 11/21/16

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- Officer** - I am an officer of the corporation submitting this Certificate
- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature: _____
 Printed Name: _____ Date: _____

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- Officer** - I am an officer of the corporation submitting this Certificate
- Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
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Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for EMCO WHEATON USA, INC. (file number 800198596), a Domestic For-Profit Corporation, was filed in this office on April 30, 2003.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 14, 2016.



A handwritten signature in black ink, appearing to read "Casco", followed by a horizontal line.

Carlos H. Cascos
Secretary of State



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

EMCO WHEATON USA, INC.
Filing Number: 800198596

Articles of Incorporation
Articles of Amendment

April 30, 2003
June 08, 2004

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 14, 2016.



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos
Secretary of State

Form 201
(revised 06/00)

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$300



Articles of Incorporation
Pursuant to Article 3.02
Texas Business
Corporation Act

Filed in the Office of the
Secretary of State of Texas
Filing #: 800198596 04/30/2003
Document #: 32843120002
Image Generated Electronically
for Web Filing

Article 1 - Corporate Name

The name of the corporation is as set forth below:

Syltone Marine, Inc.

The name must contain the word "corporation", "company", "incorporated," or an abbreviation of one of these terms. The name must not be the same as, deceptively similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for the "name availability" is recommended.

Article 2 - Registered Agent and Registered Office (Select and complete either A or B and complete C)

A. The initial registered agent is a corporation (cannot be corporation named above) by the name of:

OR C T Corporation System

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix

C. The business address of the registered agent and the registered office address is:

Street Address	City	State	Zip Code
350 N St. Paul Street	Dallas	TX	75201

Article 3 - Directors

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are set forth below:

Director 1: First Name	M.I.	Last Name	Suffix
Anthony		Passafiume	

Street Address	City	State	Zip Code
2501 Constant Comment Place	Louisville	KY, USA	40299

Director 2: First Name	M.I.	Last Name	Suffix
Killarney		Graham	

Street Address	City	State	Zip Code
2501 Constant Comment Place	Louisville	KY, USA	40299

Director 3: First Name	M.I.	Last Name	Suffix
Andrew		Hartley	

Street Address	City	State	Zip Code
2501 Constant Comment Place	Louisville	KY, USA	40299

Article 4 - Authorized Shares

The total number of shares the corporation is authorized to issue and the par value of each of such shares, or a statement that such shares are without par value, is set forth below.

Number of Shares	Par Value (must choose and complete either A or B)	Class	Series
1,000	<input type="checkbox"/> A. has a par value of \$ <input checked="" type="checkbox"/> B. without par value.		

If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, and the par value (or statement of no par value), of each class. If shares of a class are to be issued in series, you must provide the designation of each series. The preferences, limitations, and relative rights of each class or series must be stated in space provided for supplemental information.

Article 5 - Initial Capitalization

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of one thousand dollars (\$1,000).

Article 6 - Duration

The period of duration is perpetual.

Article 7 - Purpose

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

Supplemental Provisions / Information

N/A

[The attached addendum is incorporated herein by reference.]

Effective Date of Filing

A. This document will become effective when the document is filed by the secretary of state.

OR

B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is:

Name Reservation Document Number

Incorporator

The name and address of the incorporator is set forth below.

Ernest W. Williams 1700 PNC Plaza, 500 W. Jefferson St., Louisville, KY 40202

EXECUTION

The undersigned incorporator signs these articles of incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.

Ernest W. Williams

Signature of incorporator.

FILING OFFICE COPY

Form 404
(revised 9/03)

This space reserved for office use.



Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709
Filing Fee: \$150

Articles of Amendment
Pursuant to Article 4.04,
Texas Business
Corporation Act

FILED
in the Office of the
Secretary of State of Texas
JUN 08 2004
Corporations Section

Article 1 -Name

The name of the corporation is as set forth below:

SYLTONE MARINE, INC.

State the name of the entity as it is currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name in Article 1.

The filing number issued to the corporation by the secretary of state is: 800198596

Article 2—Amended Name

(If the purpose of the articles of amendment is to change the name of the corporation, then use the following statement)

The amendment changes the articles of incorporation to change the article that names the corporation. The article in the Articles of Incorporation is amended to read as follows:

The name of the corporation is (state the new name of the corporation below)

EMCO WHEATON USA, INC.

The name of the entity must contain an organizational ending or accepted abbreviation of such term. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 3 -Amendment to Registered Agent/Registered Office

The amendment changes the articles of incorporation to change the article stating the registered agent and the registered office address of the corporation. The article is amended to read as follows:

Registered Agent of the Corporation
(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be corporation named above) by the name of:
CT CORPORATION

OR

B. The registered agent is an individual resident of the state whose name is set forth below.

First Name	MI	Last Name	Suffix

Registered Office of the Corporation (Cannot be a P.O. Box.)

C. The business address of the registered agent and the registered office address is:

Street Address	City	State	Zip Code
350 N. St. Paul Street	Dallas	TX	75201

Article 4 – Other Altered, Added, or Deleted Provisions

Other changes or additions to the articles of incorporation may be made in the space provided below. If the space provided is insufficient to meet your needs, you may incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Article 5—Date of Adoption

The date of the adoption of the amendment(s) by the shareholders of the corporation, or by the board of directors where no shares have been issued is May 24, 2004

Article 6—Statement of Approval

The amendments to the articles of incorporation have been approved in the manner required by the Texas Business Corporation Act and by the constituent documents of the corporation.

Effective Date of Filing

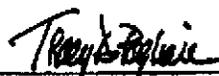
A. This document will become effective when the document is filed by the secretary of state.

OR

B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.



Signature of Authorized Officer

5/27/04

Date