



The State of Texas
Secretary of State

FEB. 25. 1988

RECEIVED
FEB 28 1988

THOMAS M. L'BRIEN, MCCAMISH, INGRAM, MARTIN
1200 FIRST REPUBLICBANK TOWER, 175 E. HOUSTON
SAN ANTONIO, TX 78205

RE:
MCCAMISH, MARTIN, BRUNN & LOEFFLER, A PROFESSIONAL CORPORATION
CHARTER NUMBER 00902845-02

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES
OF AMENDMENT. THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES,
AND THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

RECEIVED
DEPT. OF JUSTICE
CRIMINAL DIVISION
90 JAN 25 PM 12:27
INTERNAL SECURITY
SECTION
REGISTRATION UNIT

VERY TRULY YOURS,



John M. Raines
Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

MCCARTSH, MARTIN, BROWN & LOEFFLER, A PROFESSIONAL CORPORATION

FORMERLY

MCCAMISH, INGRAM, MARTIN & BROWN, A PROFESSIONAL CORPORATION
CHAPTER NUMBER 00902845

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
 HEREBY CERTIFIES THAT ARTICLES OF AMENDMENT HAVE BEEN RECEIVED IN THIS
 OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND
 BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, ISSUES
 THIS CERTIFICATE AND ATTACHES HERETO A COPY OF THE ARTICLES OF
 AMENDMENT.

DATED FEB. 25. 1986



Paul M. Reins

 Secretary of State

DUPLICATE
TO BE
STAMPED
AND
RETURNED

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
McCAMISH, INGRAM, MARTIN & BROWN,
A PROFESSIONAL CORPORATION**

FILED
In the Office of the
Secretary of State of Texas

FEB 25 1988

Clerk II-G
Corporation Section

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

ARTICLE ONE

The name of the corporation is: McCAMISH, INGRAM, MARTIN & BROWN, A PROFESSIONAL CORPORATION.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on February 11, 1988.

The amendment is a substitution for Article I of the original or amended Articles of Incorporation and the full text of the provision to be substituted is as follows:

"ARTICLE I

The name of the corporation is: McCAMISH, MARTIN, BROWN & LOEFFLER, A PROFESSIONAL CORPORATION.

ARTICLE THREE

The number of shares of the Corporation outstanding at the time of the adoption of such amendment was 121,550, and the number of shares entitled to vote thereon was 121,550.

ARTICLE FOUR

Of the outstanding shares entitled to vote on the adoption of such amendment: (i) 106,600 shares were voted for the adoption of such amendment, (ii) no shares were voted against the adoption of such amendment, and (iii) 14,950 shares abstained from voting.

DATED: February 24, 1988.

MCCAMISH, INGRAM, MARTIN & BROWN,
A Professional Corporation

By: 
Thomas M. O'Brien,
Senior Vice President

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

BEFORE ME, the undersigned authority, on this day personally appeared THOMAS M. O'BRIEN, Senior Vice President of McCAMISH, INGRAM, MARTIN & BROWN, a Professional Corporation, known to me to

be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements contained therein are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 24th day of February, 1988.

Della K. Barton

Notary Public, State of Texas

Printed Name: Della K. Barton

My Commission Expires: 8-31-90



The State of Texas
Secretary of State

FEB. 26, 1986

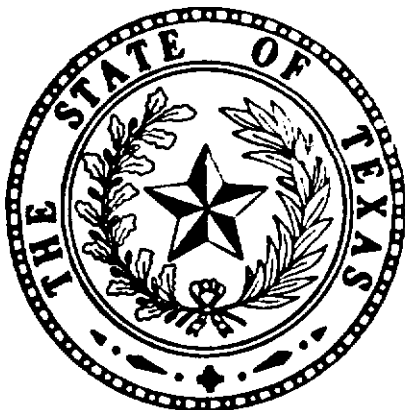
MICHAEL L KREAGER
1200 TWO REPUBLIC BK BLDG.,
SAN ANTONIO, TX. 78205

RE: MCCAMISH, INGRAM, MARTIN & BROWN, A PROFESSIONAL CORPORATION
CHARTER NUMBER 902845-2

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE, OR BOTH. THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES, AND THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in cursive script, appearing to read "W. Daniel".

Secretary of State

DUPLICATE

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

TO BE FILED
STAMPED
AND
RETURNED
FEB 24 1986
Office of the
Secretary of the
State of Texas
Corporations Section

BY
MCCAMISH, INGRAM, MARTIN & BROWN, A PROFESSIONAL CORPORATION

1. The name of the corporation is: McCamish, Ingram, Martin & Brown, A Professional Corporation.
2. The address, including the street and number, of its present registered office as shown in the records of the Secretary of the State of Texas prior to filing this statement is: 900 Milam Building, San Antonio, Texas 78205.
3. The address, including street and number, to which its registered office is to be changed is: 1200 Two RepublicBank Plaza, 175 East Houston, San Antonio, Texas 78205.
4. The name of its present registered agent, as shown in the records of the Secretary of the State of Texas, prior to filing this statement is: John N. McCamish, Jr.
5. The name of its new registered agent is: No Change.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its Board of Directors.



Thomas M. O'Brien, Vice President

STATE OF TEXAS {

COUNTY OF BEKAR {

BEFORE ME, the undersigned authority, on this day personally appeared Thomas M. O'Brien, Vice President of McCamish, Ingram, Martin & Brown, A Professional Corporation, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements contained therein are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 20th day of February, 1986.


Notary Public, State of Texas

My Commission Expires:

April 2, 1989



The State of Texas

Secretary of State

APR. 29, 1962

MICHAEL L. KREAGER
900 MILAM BLVD., EAST TRAVIS AT SULLIVAN
SAN ANTONIO, TX 781205

RE: MCCAMISH, INGRAM, MARTIN & BROWN, A PROFESSIONAL CORPORATION
FORMERLY: MCCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED
CHARTER NUMBER 902845-2

DEAR SIR:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES
OF AMENDMENT. THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES,
AND THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS :



David G. Dean
Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

MCCAMISH, INGRAM, MARTIN & BROWN, A PROFESSIONAL CORPORATION
FORMERLY

MCCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED
CHARTER NUMBER 902845

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT ARTICLES OF AMENDMENT, DULY SIGNED AND
VERIFIED, HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND
BY VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, ISSUES THIS
CERTIFICATE AND ATTACHES HERETO A COPY OF THE ARTICLES OF
AMENDMENT.

DATED APR. 27, 1982



David A. Dean
Secretary of State

DUPLICATE

**TO BE
STAMPED
AND
RETURNED**

FILED
In the Office of the
Secretary of State of Texas

APR 29 1982

CLERK ILC
Corporation Division

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

OF

MCCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED

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 **MCCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED.**

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on March 5, 1982.

The amendment is a substitution for Article I of the original or amended Articles of Incorporation and the full text of the provision to be substituted is as follows:

"ARTICLE I

"The name of the Corporation shall be MCCAMISH, INGRAM, MARTIN & BROWN, A PROFESSIONAL CORPORATION."

ARTICLE THREE

The number of shares of the Corporation outstanding at the time of such adoption was 66,664; and the number of shares entitled to vote thereon was 66,664.

ARTICLE FOUR

The holders of all the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

DATED: April 15, 1982.

MCCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED

By: John N. McCamish, Jr.
JOHN N. McCAMISH, JR.,
President

And: Barry A. Chasnoff
BARRY A. CHASNOFF,
Secretary

STATE OF TEXAS §

COUNTY OF BEXAR §

BEFORE ME, the undersigned authority, on this day personally appeared JOHN N. McCAMISH, JR., President of MCCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements contained therein are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 15th day of April, 1982.

Debby Broach
Notary Public, State of Texas
DEBBY BROACH

NOTARY PUBLIC, STATE OF TEXAS :
MY COMMISSION EXPIRES 02-04-85

My Commission Expires: Feb. 4, 1985



The State of Texas
Secretary of State

GEORGE W. STRAKE, JR.
SECRETARY OF STATE

MAR. 5, 1981

JOHN A. MCCAMISH, JR.
900 MILAM BLDG, E. TRAVIS AT SOLEDAD
SAN ANTONIO, TX 78205

RE: MCCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED
FORMERLY: SOULES, MCCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED
CHAPTER NUMBER 902645-2

DEAR SIR:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES
OF AMENDMENT. THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES,
AND THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,



George W. Strake, Jr.
Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

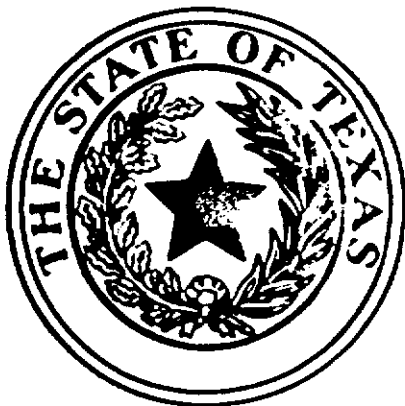
MCCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED
FORMERLY

SOULES, MCCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED
CHARTER NUMBER 902845

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT ARTICLES OF AMENDMENT, DULY SIGNED AND
VERIFIED, HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND
BY VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, ISSUES THIS
CERTIFICATE AND ATTACHES HERETO A COPY OF THE ARTICLES OF
AMENDMENT.

DATED MAR. 5, 1981



Lee Staker Jr.
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOULES, McCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED

FILED
In the Office of the
Secretary of State of Texas
MAR 05 1981
CLARA H.E.
Corporation Division

Pursuant to the provisions of Article 4.4 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation in order to change the name of the corporation to McCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED.

ARTICLE 1

The name of the corporation is SOULES, McCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED.

ARTICLE 2

The following amendments to the Articles of Incorporation were adopted by the directors and shareholders of the corporation on January 13, 1981:

RESOLVED, that Article One of the Articles of Incorporation be amended to read in its entirety as follows:

"The name of the Corporation is McCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED."

All of the outstanding shares entitled to vote have signed a consent adopting this amendment on January 2, 1981.

RESOLVED, that Article Four of the Articles of Incorporation be amended to read in its entirety as follows:

"The aggregate number of shares which the Corporation shall have authority to issue is One Million (1,000,000), each with a par value of Ten Cents (\$.10). All of the shares of the Corporation shall be redeemable by the Corporation upon the affirmative vote of a majority of the Board of Directors and sixty percent (60%) of the outstanding shares. Upon such vote all of such shares of any shareholder or shareholders shall be redeemed, and the Corporation may not redeem less than all of such shares. The redemption price of each of such shares shall be the share's Modified Book Value as determined in accordance with Section 2.7 of the Stock Restriction Agreement of February 1, 1981, and all Addenda thereto, between the Corporation and its Shareholders."

All of the outstanding shares entitled to vote have signed a consent adopting this amendment on January 30, 1981.

RESOLVED, that Article Five of the Articles of Incorporation be amended to read in its entirety as follows:

"The names and addresses of the shareholders of the corporation are:

John N. McCamish, Jr.	900 Milam Building San Antonio, Texas	78205
James E. Ingram	900 Milam Building San Antonio, Texas	78205
Thomas A. Martin	900 Milam Building San Antonio, Texas	78205
Dick Terrell Brown	900 Milam Building San Antonio, Texas	78205
Barry A. Chasnoff	900 Milam Building San Antonio, Texas	78205
Michael W. Fox	900 Milam Building San Antonio, Texas	78205"


RESOLVED, that Article Nine of the Articles of Incorporation be amended to read in its entirety as follows:

"The address of its principal office and its initial registered office is 900 Milam Building, San Antonio, Texas 78205, and the name of its initial registered agent at such address is John N. McCamish, Jr."

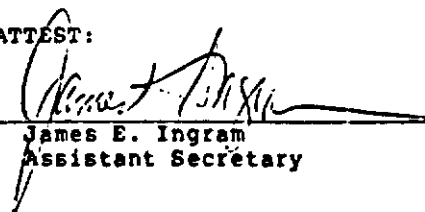
IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to Articles of Incorporation of Soules, McCamish, Ingram, Martin & Brown, Incorporated, the 30th day of January 1981.

MCCAMISH, INGRAM, MARTIN &
BROWN, INCORPORATED

By:


John N. McCamish, Jr.
President


ATTEST:


James E. Ingram
Assistant Secretary

THE STATE OF TEXAS §

COUNTY OF BEXAR §

I, the undersigned, a Notary Public, do hereby certify that on this 30th day of January 1981 personally appeared before me JOHN N. McCAMISH, JR., and JAMES E. INGRAM, and, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing documents as President and Assistant Secretary, and that the statements therein contained are true.


Notary Public in and for
Bexar County, Texas



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

SOULES & MCCAMISH, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that duplicate originals of Articles of Incorporation for the above Professional corporation duly signed and verified, pursuant to the provisions of The Texas Professional Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto duplicate original of the Articles of Incorporation.

Dated DEC. 22, 1977.


Secretary of State

kf



DEC 22 1977

ARTICLES OF INCORPORATION
OF
SOULES & McCAMISH, INC.

Mark H. ...
Copy Books Corporation

We, the undersigned, both natural persons of the age of eighteen (18) years or more and both of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Professional Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the Corporation is SOULES & McCAMISH, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which this corporation is organized is to engage in the practice of law as a professional law corporation. Subject to the provisions of Part Four of the Texas Miscellaneous Laws Act, to purchase, acquire, hold, improve, sell, convey, assign, mortgage, and encumber real property necessary for the practice of law as a professional law corporation.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is One Million (1,000,000) each of the par value of One Dollar (\$1.00).

ARTICLE FIVE

The names and addresses of the shareholders of the corporation are:

Luther H. Soules, III	800 Milam Building San Antonio, Texas 78205
John N. McCamish, Jr.	800 Milam Building San Antonio, Texas 78205
Charles B. Gorham	800 Milam Building San Antonio, Texas 78205
Dick Terrell Brown	800 Milam Building San Antonio, Texas 78205

ARTICLE SIX

Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation. The right of the shareholders to cumulate their votes is expressly prohibited.

ARTICLE SEVEN

The preemptive right of the shareholders to acquire additional, unissued, or treasury shares of the corporation, or securities of

the corporation convertible into or carrying a right to subscribe to or acquire shares is expressly denied.

ARTICLE EIGHT

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE NINE

The address of its principal office and its initial registered office is 800 Milam Building, San Antonio, Texas 78205, and the name of its initial registered agent at such address is John N. McCamish, Jr.

ARTICLE TEN

The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the persons who are to serve as Directors until their successors are duly elected and qualified are:

Luther H. Soules, III	800 Milam Building San Antonio, Texas 78205
John N. McCamish, Jr.	800 Milam Building San Antonio, Texas 78205
Charles B. Gorham	800 Milam Building San Antonio, Texas 78205
Dick Terrell Brown	800 Milam Building San Antonio, Texas 78205

ARTICLE ELEVEN

The names and addresses of the incorporators are:

Luther H. Soules, III	800 Milam Building San Antonio, Texas 78205
John N. McCamish, Jr.	800 Milam Building San Antonio, Texas 78205

ARTICLE TWELVE

All incorporators, directors and shareholders of this corporation are lawyers duly licensed within the State of Texas to practice the professional service to be rendered by the corporation.

ARTICLE THIRTEEN

This corporation is created under the provisions of the Texas Professional Corporation Act, and intends to be governed thereby.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned incorporators of this corporation have executed these Articles of Incorporation this 21st day of December, 1977.

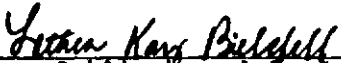

LUTHER H. SOULES, III


JOHN N. McCAMISH, JR.

THE STATE OF TEXAS §

COUNTY OF BEXAR §

I, the undersigned, a Notary Public, do hereby certify that on this 21st day of December, 1977, personally appeared before me LUTHER H. SOULES, III and JOHN N. McCAMISH, JR., and, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing documents as incorporators, and that the statements therein contained are true.



Notary Public in and for
Bexar County, Texas

AMENDED BY-LAWS

OF

MCCAMISH, INGRAM, MARTIN & BROWN, INCORPORATED

ARTICLE I. - OFFICES

Section 1.1. Registered and Other Offices. The Registered Office of the Corporation is set forth in the Articles of Incorporation, and it may be changed pursuant to the provisions of the Texas Business Corporation Act. The Corporation may also have other offices, within or without the State, as the Board of Directors may determine.

ARTICLE II. - SHAREHOLDERS

Section 2.1. Meetings. All meetings of the Shareholders may be held at such time and at such place as the Board of Directors may determine, but if not called by the Board of Directors, then such meetings shall be held at such time and place as stated in the Notice of the Meeting or in a duly executed Waiver of Notice.

Section 2.2. Annual Meeting. The Annual Meeting of the Shareholders shall be held on the 31st day of January of each year, commencing with the year 1978, unless such date is a legal holiday, in which event it shall be held on the next secular day following at 2:00 p.m. A Board of Directors for the ensuing year shall be elected at this meeting and there shall be transacted such other business as may properly come before the meeting. If such Annual Meeting is not held on this date, by oversight or otherwise, it shall be held as soon thereafter as may be convenient, and any business transacted or elections held at such delayed meeting, shall be as valid as if the meeting had been held on the date provided herein.

Section 2.3. Special Meetings. Special meetings of the Shareholders for any purpose may be held at any time or place, provided such meeting is called by the President, the Board of Directors, or by shareholders owning 10% or more of the outstanding stock of the Corporation entitled to vote at any such meeting.

Section 2.4. Notice of Meetings. Written notice of each Shareholders' Meeting shall be given to each Shareholder of record entitled to vote at such meeting. Such notice shall be given in person, by mail or by telegram by or under the direction of the President, the Secretary, or the officer or person calling the meeting, and it shall be delivered not less than ten (10) nor more than fifty (50) days prior to the meeting.

Section 2.5. Quorum. The holders of a majority of the outstanding shares entitled to vote, present in person or by proxy, shall constitute a quorum at all Shareholders' meetings, unless otherwise provided in the Articles of Incorporation or by law. If there is not such a quorum, the meeting may be adjourned, from time to time, without any notice other than announcement at the meeting, until such a quorum shall be present, at which time such meeting may be reconvened and any business may be transacted as if there had been no adjournment.

Section 2.6. Majority Rule. Unless expressly provided otherwise, by law or by the Articles of Incorporation, when a quorum is present at any meeting, any question brought before the meeting may decide a vote of the holders of a majority of shares entitled to vote at such meeting, who are present in person or by proxy.

Section 2.7. Meeting Not Required. Whenever the vote of Shareholders at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of Shareholders may be dispensed with if all the Shareholders, who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporate action being taken.

Section 2.8. Qualifications of Shareholders. No person may be a Shareholder of this Corporation unless he is duly licensed to practice law in the State of Texas.

ARTICLE III. - DIRECTORS

Section 3.1. Corporate Management. The business and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation, or these By-Laws directed or required to be done by the Shareholders.

Section 3.2. Number, Qualifications and Election. The Board of Directors shall consist of not less than two (2), nor more than nine (9) natural persons, all of whom must be duly licensed to practice law in the State of Texas, although none of whom need be shareholders nor Texas residents. Directors, other than the first board of directors and those elected to fill vacancies, shall be elected at the Annual Meeting of the Shareholders and each Director shall serve until the next succeeding Annual Meeting and until his successor shall have been elected and qualified. The Board of Directors named in the Articles of Incorporation shall hold office until the first Annual Meeting of the Shareholders.

Section 3.3. Removal. A Director may be removed from office, with or without cause, at any Shareholders' Meeting by an affirmative vote of a majority of the outstanding shares present (in person or by proxy) and entitled to vote at such meeting.

Section 3.4. Vacancies. Any vacancies occurring in the Board of Directors may be filled by a majority of the remaining Directors, even though less than a quorum. Any new director so elected shall hold office for the unexpired portion of the term of his predecessor or until his successor is elected and qualified. A directorship to be filled by reason of an increase in the number of directors shall be filled at any annual meeting or at a special meeting of shareholders called for that purpose. A Director so elected shall serve until the next Annual Meeting of the Shareholders and until his successor has been elected and qualified.

Section 3.5. First Meeting of New Board. The first meeting of each newly elected Board shall be held, without further notice, immediately following the Annual Meeting of the Shareholders, and at the same place, unless such time or place shall be changed by unanimous consent of the Directors then elected and serving.

Section 3.6. Place of Meeting. Directors' Meetings may be held at any place, within or without the State of Texas.

Section 3.7. Regular Directors' Meetings. The Board of Directors, from time to time, may determine a date, time and place for regular meetings and no further notice need be given for any such Regular Meeting.

Section 3.8. Special Directors' Meetings. The President may call special meetings of the Board at any time. Likewise, two or more Directors shall be entitled to have a special meeting called, by requesting the President or the Secretary to call such meeting. One (1) day's (24 hours) notice must be given of a special meeting, which notice may be given verbally in person or by mail or telephone. Unless provided otherwise by law, neither the Notice nor the Waiver of Notice of any such meeting need specify the purpose of such meeting nor the nature of the business to be transacted at such meeting.

Section 3.9. Directors' Quorum. At all Directors' meetings, the presence of a majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law or by the Articles of Incorporation. If a quorum is not present at any meeting, the Directors present may adjourn the meeting, from time to time, without notice other than an announcement at the meeting, and may reconvene when a quorum shall be present.

Section 3.10. Salary of Directors. Directors shall not receive any salary for their services, as Directors, but they may serve the corporation in another capacity and receive compensation therefor. Also, the Board may authorize the payment of Directors' expenses for attendance at any meeting.

Section 3.11. Consent in Writing. Whenever the vote of the Board of Directors at a meeting is required or permitted to be taken in connection

with any corporate action, the meeting and vote of the Board of Directors may be dispensed with if all the members of the Board of Directors, who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporate action being taken.

Section 3.12. Executive Committee. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an Executive Committee which shall have and may exercise all of the authority of the Board of Directors, except to the extent such authority is limited or prohibited by the provisions of the Texas Business Corporation Act, including, without limitation, the authority to declare dividends and to authorize the issuance of shares of the Corporation. By resolution adopted by a majority of the full Board of Directors, the authority of the Executive Committee may be limited or terminated.

ARTICLE IV. - NOTICES

Section 4.1. Notice Construed. Whenever any law, the Articles of Incorporation or these By-Laws require a notice to be given to any Director or Shareholder and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given by mail, addressed to such Director or Shareholder at his address as it appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time the same is deposited in the United States Mail, postage prepaid. See 3.8.

Section 4.2. Waiver of Notice. A written Waiver of Notice, signed by the person or persons entitled to receive a notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a Waiver of Notice of such meeting, except where such person or persons attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V. - OFFICERS

Section 5.1. Qualifications of Officers. All officers of the Corporation shall be persons licensed to practice law. No person not duly licensed to practice law may hold an office.

Section 5.2. Enumeration of Officers. The officers of the Corporation shall be a Chairman of the Board, a President, a Chairman of the Executive Committee, one or more Vice Presidents, a Secretary and a Treasurer. Any two or more offices may be held by the same person, except that the offices of President and Secretary shall not be held by the same person. The Board of Directors may also elect one or more Assistant Secretaries, and one or more Assistant Treasurers.

Section 5.3. Election and Term of Office. The Board of Directors, at its meeting after each Annual Meeting of the Shareholders, shall elect the officers of the Corporation who shall hold office until the next Annual Meeting of the Board or until their successors have been elected and qualified.

Section 5.4. Removal and Vacancies. Any officer may be removed, with or without cause, at any time by the President or upon the affirmative vote of a majority of the Board of Directors. Any vacancy caused by removal or otherwise, may be filled by the Board at any time.

Section 5.5. President. The President shall be the Chief Executive Officer of the Corporation; he shall preside at all meetings of the Shareholders and shall have general and active management of the business and affairs of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall perform all other duties usually and customarily performed by a Chief Executive Officer as well as any additional duties which either the Board of Directors or the Executive Committee may prescribe.

Section 5.6. Vice-Presidents. The Vice-Presidents shall have such powers and perform such duties as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate to them.

Section 5.7. Secretary. The Secretary shall attend all sessions of the Board of Directors and all meetings of the Shareholders and record all votes in the Minutes of all proceedings in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the Shareholders and special meetings of the Board of Directors, shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall perform his duties. He shall keep in safe custody the seal of the Corporation, and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of an Assistant Secretary. He shall perform such other duties as the Board of Directors may prescribe.

Section 5.8. Assistant Secretary. The Assistant Secretary shall have such powers and perform such duties as the Board of Directors, the President or the Secretary may from time to time prescribe or delegate to him.

Section 5.9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5.10. Assistant Treasurer. The Assistant Treasurer shall have such powers and perform such duties as the Board of Directors, the President or the Treasurer may from time to time prescribe or delegate to him.

ARTICLE VI. - STOCK CERTIFICATES

Section 6.1. Form of Certificates. Stock certificates shall be in such form as may be determined by the Board of Directors. Such certificates shall be consecutively numbered and shall be entered in the books of the Corporation as they are issued. Each certificate shall state on the face thereof the holder's name, the number and class of shares, and the par value of such shares, or a statement that such shares are without par value. They shall be signed by the President or by a Vice President and attested by the Secretary or Assistant Secretary and shall be sealed with the seal of the Corporation or a facsimile thereof.

Section 6.2. Lost Certificates. The Board of Directors may direct a new certificate representing shares to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to have been lost or destroyed. When authorizing such issue, the Board of Directors, in its discretion, may, as a condition precedent, require the owner of such lost or destroyed certificate to give the Corporation a bond in such form, in such amount and with such surety or sureties as it may direct, as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed.

Section 6.3. Transfer of Shares. Shares of stock shall be transferable only on the books of the Corporation, by the holder thereof, in person or by his duly authorized agent.

Section 6.4. Holder of Record. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share or shares, on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law or in the Articles of Incorporation.

ARTICLE VII. - GENERAL PROVISIONS

Section 7.1. Dividends. Dividends upon the outstanding shares of the Corporation, subject to the provisions of the Articles of Incorporation, may be declared by the Board of Directors at any regular or special meeting. Dividends may be paid in cash, property, or in shares of the Corporation, subject to the provisions of the law and the Articles of Incorporation. At no time shall the Corporation be obligated by reference or otherwise to declare any dividend.

Section 7.2. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors, from time to time, may designate.

Section 7.3. Corporate Seal. The corporate seal shall have subscribed thereon the name of this corporation, the year of its organization and the words "Corporate Seal, Texas". The seal may be used by causing it or a facsimile thereof to be impressed or in any manner reproduced.

Section 7.4. Corporation May Purchase Own Capital Stock. This Corporation shall have the right to purchase its own capital stock and to hold the same, provided such purchase be consistent with statutory authority and not in fraud of creditors.

Section 7.5. Indemnification. The corporation shall indemnify any person who serves as a director, officer, agent, or employee of the corporation against expenses actually and necessarily incurred by such person, and any amount paid in satisfaction of a judgment in connection with any action, suit or proceedings in which he is made a party by reason of being or having been such a director, officer, agent or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties.

Section 7.6. Reimbursement. The corporation also may reimburse to any such person described in the preceding paragraph the reasonable costs of settlement of any such proceeding, if it is found by a majority of the directors not involved in the proceeding that it was in the interest of the corporation to make such settlement and that such person was not guilty of gross negligence or willful misconduct. These rights of indemnification and reimbursement shall not be exclusive of any other right to which such person may be entitled by law, bylaw, agreement, shareholder's vote or otherwise.

Section 7.7. Resignation. Any director, officer or agent may resign by giving written notice to the President or Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is

~~specified therein, unless otherwise specified therein, the acceptance of~~

ARTICLE VIII. - AMENDMENTS

Section 8.1. These By-Laws may be altered, amended or repealed at any meeting of the Shareholders at which a quorum is present or represented, by an affirmative vote of the holders of a majority of the shares present or represented at such meeting and entitled to vote; provided, however, that notice of the proposed alteration, amendment or repeal must be contained in the notice of such meeting.

ADOPTION OF BY-LAWS

The foregoing Amended By-Laws of this Corporation are hereby adopted by the undersigned, being all of the Directors of such Corporation named in the Articles of Incorporation.


JOHN N. McCAMISH, JR.


JAMES E. INGRAM


THOMAS A. MARTIN


DICK TERRELL BROWN


BARRY A. CHASNOFF


MICHAEL W. FOX