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The State of Texas

SECRETARY OF STATE

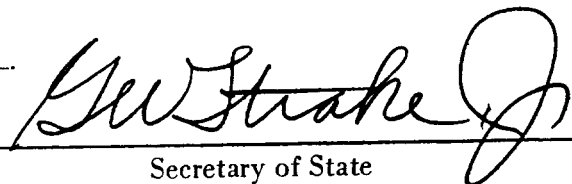
CERTIFICATE OF INCORPORATION OF

LEVENSON & LEVENSON, INC.
CHARTER NO. 559925

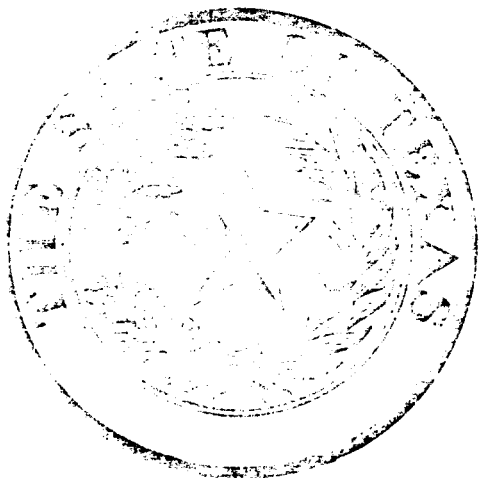
The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Business Corporation Act, have been received in this office and are found to conform to law.

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 a copy of the Articles of Incorporation.

Dated April 29 19 81


Secretary of State

MLH



ARTICLES OF INCORPORATION

OF

LEVENSON & LEVENSON, INC.

FILED
In the Office of the
Secretary of State of Texas

APR 29 1981

CLERK I G
Corporation Division

The undersigned, a natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation (hereinafter called the "Corporation") is Levenson & Levenson, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

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

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares. All of such shares shall be Common Stock of the same class and be without par value.

ARTICLE FIVE

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 paid, labor done or property actually received.

ARTICLE SIX

No holder of shares of stock of the Corporation will be entitled to cumulative voting with respect to the election of directors.

ARTICLE SEVEN

No shareholder of the Corporation will by reason of his holding shares of stock of the Corporation have any preemptive or preferential rights to purchase or subscribe to any shares of class of stock of the Corporation, or any notes, debentures, bonds, warrants, options or other securities of the Corporation, now or hereafter to be authorized.

ARTICLE EIGHT

No contract or other transaction between the Corporation and any other corporation, firm or individual shall be affected or invalidated by the fact that any one or more of the directors or officers of the Corporation is interested in or is a director or officer of such other corporation, or a member of such firm, or any director or officer, individually or jointly, is a party to or is interested in any contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that

any director or officer of the corporation is a party to or interested in such act or transaction, or is in any way connected with such person or persons, firms or corporations, and each and every person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested.

ARTICLE NINE

The post office address of the initial registered office of the corporation is 4545 Mill Run Road, Dallas, Texas 75234, and the name of the initial registered agent of the Corporation at such address is Stanley R. Levenson.

ARTICLE TEN

The number of directors shall be fixed in the manner provided in the Bylaws of the corporation. The initial Board of Directors will consist of three (3) directors, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Stanley R. Levenson	4545 Mill Run Road Dallas, Texas 75234
Barbara Levenson	4545 Mill Run Road Dallas, Texas 75234
Dorothy Levenson	6215 Bandera Dallas, Texas 75225

ARTICLE ELEVEN

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Laurence S. Sanger	8300 Douglas, Suite 800 Dallas, Texas 75225

ARTICLE TWELVE

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation on this 27th day of April, 1981.


Laurence S. Sanger

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this 27th day of April, 1981, personally appeared Laurence S. Sanger, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true and correct.


Notary Public in and for
Dallas County, Texas

My Commission Expires:

1-13-85

BYLAWS

of

LEVENSON, LEVENSON & HILL, INC.
a Texas corporation

Bylaws of
LEVENSON, LEVENSON & HILL, INC.

Table of Contents

	<u>Page</u>
Article 1: Offices	5
1.01 Registered Office and Agent	5
1.02 Principal Office	5
1.03 Other Offices	5
Article 2: Shareholders	5
2.01 Place of Meetings	5
2.02 Annual Meetings	5
2.03 Special Meetings	5
(a) Persons Entitled to Call	5
(b) Call	5
2.04 Notice of Meetings	6
(a) Notice	6
(b) Time	6
(c) Contents	6
2.05 Quorum	6
2.06 Adjournment for Loss or Lack of Quorum	6
2.07 Majority Vote	6
2.08 Record Date; Closing Transfer Books	6
2.09 Voting List	6
2.10 Method of Voting	7
2.11 Order of Business at Meetings	7
Article 3: Directors	7
3.01 Management	7
3.02 Number; Qualifications	8
3.03 Election; Term	8
3.04 Vacancies	8
3.05 Removal	8
3.06 Change in Number	8
3.07 Election of Directors	8
3.08 Place of Meetings	8
3.09 Regular Meetings	8
(a) Time and Place	8
(b) Call	8
(a) Notice	9
(b) Time	9
(c) Contents	9
3.12 Quorum	9
3.13 Majority Vote	9

3.14	Adjournment for Loss or Lack of Quorum	9
3.15	Compensation	9
3.16	Procedure	9
	Article 4: Notice; Other Action	10
4.01	Notice	10
4.02	Waiver	10
4.03	Telephone and Similar Meetings	10
4.04	Action Without Meeting	10
	Article 5: Officers and Agents	10
5.01	Number and Title	10
5.02	Qualifications	11
5.03	Election	11
5.04	Term	11
5.05	Several Offices	11
5.06	Removal	11
5.07	Vacancies	11
5.08	Authority	11
5.09	Compensation	11
5.10	Chairman of the Board	11
5.11	President	11
5.12	Vice President	12
5.13	Secretary	12
5.14	Assistant Secretary	12
5.15	Treasurer	12
5.16	Assistant Treasurer	13
	Article 6: Certificates and Shareholders	13
6.01	Certificates	13
6.02	Issuance	13
6.03	Payment for Shares	13
	(a) Kind	13
	(b) Valuation	13
	(c) Effect	13
	(d) Allocation of Consideration	14
6.04	Lien	14
6.05	Lost, Stolen or Destroyed Certificates	14
	(a) Claim	14
	(b) Timely Request	14
	(c) Bond	14
	(d) Other Requirements	14
6.06	Registration of Transfer	14
	(a) Endorsement	14
	(b) Guarantee and Effectiveness of Signature	14
	(c) Adverse Claims	14
	(d) Collection of Taxes	14
6.07	Registered Owner	15
6.08	Rights of Refusals	15

Article 7: General Provisions	15
7.01 Dividends and Reserves	15
(a) Declaration and Payment	15
(b) Record Date	15
(c) Reserves	15
7.02 Books and Records	15
7.03 Annual Statement	16
7.04 Checks and Notes	16
7.05 Fiscal Year	16
7.06 Seal	16
7.07 Resignation	16
7.08 Amendment of Bylaws	16
(a) General	16
(b) Exception	16
7.09 Construction	16
7.10 Headings	17
7.11 Relation to Articles of Incorporation	17
7.12 Relation to Shareholders Agreement	17
Secretary's Certificate	17

BYLAWS OF
LEVENSON, LEVENSON & HILL, INC.

Article 1: Offices

1.01 Registered Office and Agent. The registered office of the Corporation is located at 4545 Mill Run Road, Dallas, Texas 75234. The name of the registered agent of the Corporation at such address is Stanley R. Levenson.

1.02 Principal Office. The principal office of the Corporation is located at its registered office or at such other location as the Board of Directors may from time to time designate.

1.03 Other Offices. The Corporation may also have offices at such other places in or out of the State of Texas where the Corporation is qualified to do business as the Board of Directors may from time to time designate or as the business of the Corporation may require.

Article 2: Shareholders

2.01 Place of Meetings. Meetings of shareholders shall be held in or out of the State of Texas at such place as is designated from time to time by the Board of Directors. Absent such designation, meetings of shareholders shall be held at the principal office of the Corporation.

2.02 Annual Meetings. The annual meeting of the shareholders shall be held each year at such time and date as may be selected by Board of Directors. If the day is a legal holiday, then the meeting shall be held on the next business day following. At the meeting, the shareholders shall elect Directors and transact such other business as may properly be brought before the meeting.

2.03 Special Meetings.

(a) Persons Entitled to Call. Special meetings of the shareholders for any purpose, unless otherwise prescribed by statute, the Articles of Incorporation, or these Bylaws, may be called by the President, the Board of Directors, or the holders of not less than ten percent (10%) of the shares entitled to vote at meetings of shareholders. Business transacted at a special meeting shall be confined to the purposes stated in the notice of the meeting.

(b) Call. Any person entitled pursuant to paragraph 2.03 (a) of these Bylaws to call a special meeting of the shareholders may do so only by written request given to the President or Secretary. The officer receiving such request shall within ten (10) days from the date of its receipt cause notice of the meeting to be given in the manner prescribed by paragraph 2.04 of these Bylaws. If such officer fails to give notice of the meeting within such 10-day period, the person calling the special meeting may fix the time for the meeting and give notice in the manner prescribed by paragraph 2.04 of these Bylaws.

2.04 Notice of Meetings.

(a) Notice. Notice of all meetings of shareholders shall be given in writing to all shareholders entitled to vote by or at the direction of the President, the Secretary, or person calling the meeting, or, in the case of any neglect or refusal to give such notice, by any director or shareholder.

(b) Time. Notice of meetings of shareholders shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting, except in the case of a meeting for the purpose of approving a merger or consolidation, in which case the notice shall be given not less than twenty (20) days before the date of the meeting.

(c) Contents. Notice of meeting of shareholders shall state the place, day and hour of the meeting. Notice shall state the purpose of the meeting only if it is a special meeting or is otherwise required by law.

2.05 Quorum. The presence in person or by proxy of the holders of a majority of the voting shares entitled to vote thereat constitutes a quorum at meetings of the shareholders for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws.

2.06 Adjournment for Loss or Lack of Quorum. In the absence of a quorum or the withdrawal of a quorum, a meeting of the shareholders may be adjourned without notice other than announcement at the meeting, by the vote of the majority of the shares the holders of which are either present in person or represented by proxy thereat, but no further business may be transacted. Upon the reconvening of an adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

2.07 Majority Vote. When a quorum is present at a meeting, the vote of the holders of a majority of the shares having voting power, present in person or represented by proxy, shall decide any question brought before the meeting, unless the question is one on which, by express provision of statute, the Articles of Incorporation, these Bylaws, or by written Shareholders Agreement among the Corporation and all of its Shareholders a higher vote is required, in which case such express provision shall govern.

2.08 Record Date; Closing Transfer Books. The Board of Directors may fix in advance a record date for the purpose of determining shareholders entitled to notice of or to vote at a meeting of the shareholders, the record date to be not less than ten (10) days nor more than sixty (60) days before the meeting; or the Board of Directors may close the share transfer records for such purpose for a period of not less than ten (10) days nor more than sixty (60) days before such meeting. In the absence of any action by the Board of Directors, the date upon which the notice of the meeting is mailed shall be the record date.

2.09 Voting List. At least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, with the address of each and the number of voting shares held by each, shall be prepared by the officer or agent having charge of the share transfer records. The list, for a period

of ten (10) days before the meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection and copying by any shareholder at any time during the Corporation's usual business hours.

2.10 Method of Voting. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by the Articles of Incorporation or by written Shareholders Agreement among the Corporation and all of its Shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder. A telegram, telex, cablegram or similar transmission by the shareholder, or a photostatic, facsimile or similar reproduction of a writing executed by the shareholder, shall be treated as an executed in writing for the purposes hereof. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. Each proxy shall be filed with the Secretary before or at the time of the meeting. Any vote may be taken by voice or by show of hands unless someone entitled to vote objects, in which case written ballots shall be used.

2.11 Order of Business at Meetings. The order of business at annual meetings and so far as practicable at other meetings of shareholders shall be as follows unless changed by the Board of Directors:

- (a) call to order;
- (b) proof of due notice of meeting;
- (c) determination of quorum and examination of proxies;
- (d) announcement of availability of voting list;
- (e) announcement of distribution of annual statement;
- (f) reading and disposing of minutes of last meeting
of shareholders;
- (g) reports of officers and committees;
- (h) appointment of voting inspectors;
- (i) unfinished business;
- (j) new business;
- (k) nomination of Directors;
- (l) opening of polls for voting;
- (m) recess;
- (n) reconvening;
- (o) closing of polls;
- (p) report of voting inspectors;
- (q) other business;
- (r) adjournment

Article 3: Directors

3.01 Management. The powers of the Corporation shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, who may exercise all such powers of the

Corporation and do all such lawful acts and things as are not by statute, by the Articles of Incorporation, by these Bylaws, or by written Shareholders Agreement among the Corporation and all of its Shareholders, directed or required to be exercised or done by the shareholders.

3.02 Number; Qualifications. The Board of Directors shall consist of that number of Directors as may be determined from time to time by the resolution of the Board of Directors. The Directors need not be residents of the State of Texas or shareholders of the Corporation.

3.03 Election; Term. The Directors shall be elected at the annual meeting of the shareholders, excepts as otherwise provided in these Bylaws. The Directors elected shall hold office until their death, resignation, removal or until their successors shall be elected and shall qualify.

3.04 Vacancies. Any vacancy occurring in the Board of Directors (by death, resignation, removal or otherwise) may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

3.05 Removal. The entire Board of Directors or any individual Director may be removed either with our without cause at any meeting of shareholders by a vote of shareholders holding a majority of the outstanding shares entitled to vote at an election of Directors. However, if cumulative voting is permitted, and if less than the entire Board of Directors is to be removed, a Director may not be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors. If any or all Directors are removed pursuant to this paragraph, new Directors may be elected at the same meeting.

3.06 Change in Number. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have effect of shortening the term of any incumbent director. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

3.07 Election of Directors. Directors shall be elected by plurality vote.

3.08 Place of Meetings. Meetings by the Board of Directors, annual, regular or special, may be held in or out of the State of Texas as designated from time to time by the Board of Directors. Absent such designation, meetings of Board of Directors shall be held at the principal office of the Corporation.

3.09 Regular Meetings.

(a) Time and Place. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be designated by the Board of Directors.

(b) Call. All regular meetings of the Board of Directors shall be called by the President or a majority of the Directors.

3.10 Special Meetings. Special meetings of the Board of Directors may be called by the President. Special meetings of the Board of Directors shall be called by the President or Secretary on the written request of any director.

3.11 Notice of Meetings.

(a) Notice. Notice of all meetings of the Board of Directors shall be given in writing to all Directors by or at the direction of the President, the Secretary or the person calling the meeting, or, in the case of any neglect or refusal to give such notice, by any director.

(b) Time. Notice of meetings of the Board of Directors shall be given not less than ten (10) days before the date of the meeting, except in the case of special meetings, which shall be given not less than three (3) business days before the date of the meeting.

(c) Contents. Notice of the meetings of the Board of Directors shall state the place, day and hour of the meeting. Neither the business to be transacted at nor purpose of any meeting need be specified in a notice or waiver of notice unless otherwise required by law.

3.12 Quorum. At meetings of the Board of Directors a majority of the number of Directors provided by these Bylaws shall constitute a quorum for the transaction of business.

3.13 Majority Vote. Every act of decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by statute, the Articles of Incorporation, these Bylaws or by written Shareholders Agreement among the Corporation and all of its Shareholders.

3.14 Adjournment for Loss or Lack of Quorum. In the absence of a quorum or the withdrawal of a quorum, any meeting of the Board of Directors may be adjourned without notice other than an announcement at the meeting by the vote of the majority of the Directors who are present, but no further business may be transacted. Upon the reconvening of an adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

3.15 Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a reasonable fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

3.16 Procedure. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

Article 4: Notice; Other Action

4.01 Notice. Whenever by statute, the Articles of Incorporation, these Bylaws, or otherwise notice is required to be given to a director, shareholder, officer or other party and no provision is made as to how the notice shall be given, such notice shall be effective only if in writing and served as follows: (a) by personal delivery, with charges therefor paid by the shipper; (b) United States Mail, postage prepaid, certified mail, return receipt requested, or (c) prepaid telegram, telex or telecopier [provided that the contents of such telegram, telex, or telecopier are promptly confirmed in the manner provided in (a) or (b)]. All such notices shall be addressed to the director, shareholder, officer or other party at the address appearing on the records of the Corporation. All such notices shall be deemed given (a) upon receipt, if served by personal delivery or telegram, telex, or telecopier, or (b) three (3) days after deposited in the United States Mail, excluding for calculation purposes the date of deposit, if served by mail.

4.02 Waiver. Whenever, by statute or the Articles of Incorporation or these Bylaws, notice is required to be given to a director, shareholder, officer or other party, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.03 Telephone and Similar Meetings. Subject to the notice provisions required by these Bylaws and by statute, shareholders or Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the 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.

4.04 Action Without Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors or shareholders may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the Directors or all of the shareholders (or not less than the minimum number votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted, if so provided in the Articles of Incorporation) entitled to vote with respect to the subject matter thereof, and such written consent shall have the same force and effect as a unanimous vote of the Board of Directors or shareholder (as the case may be). The consent may be in more than one counterpart so long as each director or a sufficient number of shareholders (as the case may be) signs one of the counterparts. The signed consent, or a signed copy thereof, shall be placed in the minute book.

Article 5: Officers and Agents

5.01 Number and Title. The Corporation shall have a President and a Secretary. The Corporation may also have one or more Vice Presidents, a Treasurer, and such other

officers and assistant officers and agents as the Board of Directors from time to time determine.

5.02 Qualifications. No officer or agent need be a shareholder, a director or a resident of the state of Texas.

5.03 Election. Officers shall be elected by the Board of Directors on the expiration of an officer's term or whenever a vacancy exists. Officers and agents may be elected by the Board of Directors at any meeting.

5.04 Term. Unless otherwise specified by the Board of Directors in writing at the time of election or appointment, or in a written employment contract approved by the Board of Directors, each officer shall hold office until the end of his term or, if earlier, his death, resignation, or removal.

5.05 Several Offices. Any two or more offices may be held by the same person.

5.06 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, at any regular or special meeting of the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

5.07 Vacancies. Any vacancy occurring in any office of the Corporation (by death, resignation, removal or otherwise) may be filled by the Board of Directors at any regular or special meeting of the Board of Directors.

5.08 Authority. Officers and agents shall have such authority and perform such duties in the management by the Corporation as are provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

5.09 Compensation. The compensation (if any) of officers and agents shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving compensation as an officer by reason of the fact that the officer is also a Director of the Corporation.

5.10 Chairman of the Board. The Chairman of the Board, if one is elected by the Board of Directors, shall preside at all meetings of the Board of Directors and shall perform such other duties as are assigned to the Chairman by the Board of Directors or prescribed by the Bylaws.

5.11 President. Subject to the direction of the Board of Directors and any supervisory powers specifically given by the Board of Directors to the Chairman of the Board, the President shall be the chief executive officer of the Corporation, he shall control the business and officers, agents and employees of the Corporation, and he shall have the general powers and duties of management usually vested in the office of president of a corporation, including, without limitation, the power and duty to appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents and employees of the Corporation other than the duly appointed officers of the

Corporation. He shall preside at all meetings of the shareholders and, in the absence of the Chairman of the Board, he shall preside at all meetings of the Board of Directors. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

5.12 Vice President. The Vice Presidents in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

5.13 Secretary.

(a) The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees when required.

(b) He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors.

(c) He shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix it to any instrument requiring it. When so affixed, it shall be attested by his signature or by the signature of the Treasurer or an assistant Secretary.

(d) He shall be under the supervision of the President. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

5.14 Assistant Secretary. The assistant secretaries in the order of their seniority, unless otherwise determined by the Board of Directors shall, in the absence or disability of the Secretary, perform the duties and have the authority and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

5.15 Treasurer.

(a) The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all funds or other valuables in the name and to the credit of the Corporation in depositories designated by the Board of Directors

(b) He shall disburse the funds of the Corporation as ordered by the Board of Directors, and prepare financial statements as they direct.

(c) If required by the Board of Directors, he shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board of Directors) for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

(d) He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

5.16 Assistant Treasurer. The assistant Treasurers in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and have the authority and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or the President may from time to time delegate.

Article 6: Certificates and Shareholders

6.01 Certificates. Certificates in the form determined by the Board of Directors shall be delivered representing all shares to which shareholders are entitled. Certificates shall be consecutively numbered and shall be entered in the books of the Corporation as they are issued. Each certificate shall state on its face the holder's name, the par value of the shares or the statement that such shares are without par value, and such other matters as may be required by law. Each certificate shall be signed by the President and such other officer (if any) as the Board of Directors shall designate, and may be sealed with the seal of the Corporation or a facsimile thereof.

6.02 Issuance. Shares (both treasury and authorized but unissued) may be issued for such consideration (not less than par value) and to such persons as the Board of Directors may determine from time to time. Shares may not be issued until the full amount of the consideration, fixed as provided by law, has been paid.

6.03 Payment for Shares.

(a) Kind. The consideration for the issuance of shares shall consist of money paid, labor done (including services actually performed for the Corporation) or property (tangible or intangible) actually received. Neither promissory notes nor the promise of future services shall constitute payment for shares.

(b) Valuation. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of consideration received shall be conclusive.

(c) Effect. When consideration, fixed as provided by law, has been paid, the shares shall be deemed to have been issued and shall be considered fully paid and nonassessable.

(d) **Allocation of Consideration.** The consideration received for shares shall be allocated by the Board of Directors, in accordance with law, between stated capital and capital surplus accounts.

6.04 **Lien.** For any indebtedness of a shareholder to the Corporation, the Corporation shall have a first and prior lien on all shares owned by him and on all dividends or other distribution declared thereon.

6.05 **Lost, Stolen or Destroyed Certificates.** The Corporation shall issue a new certificate in place of any certificate for shares previously issued if the registered owner of the certificate:

(a) **Claim.** Makes proof in affidavit form that it has been lost, destroyed or wrongfully taken;

(b) **Timely Request.** Requests the issuance of a new certificate before the Corporation has notice that the certificate has been acquired by a purchaser for value in good faith and without notice of an adverse claim;

(c) **Bond.** Gives a bond in such form, and with such surety or sureties, with fixed or open penalty, as the Corporation may direct, to indemnify the Corporation (and its transfer agent and registrar, if any) against any claim that may be made on account of the alleged loss, destruction or theft of the certificate; and

(d) **Other Requirements.** Satisfies any other reasonable requirements imposed by the Corporation. When a certificate has been lost, apparently destroyed or wrongfully taken, and the shareholder fails to notify the Corporation within a reasonable time after he has notice of it, and the Corporation registers a transfer of the shares represented by the certificate before receiving such notification, the shareholder is precluded from making and claim against the Corporation for the transfer or for a new certificate.

6.06 **Registration of Transfer.** The Corporation shall register the transfer of a certificate for shares presented to it for transfer if:

(a) **Endorsement.** The certificate is properly endorsed by the registered owner or by his duly authorized attorney;

(b) **Guarantee and Effectiveness of Signature.** The signature of such person has been guaranteed by the Secretary, a national banking association, or member of the New York Stock Exchange, and reasonable assurance is given that such endorsements are effective;

(c) **Adverse Claims.** The Corporation has no notice of an adverse claim or has discharged any duty to inquire into such a claim; and

(d) **Collection of Taxes.** Any applicable law relating to the collection of taxes has been complied with.

6.07 Registered Owner. Prior to due presentment for registration of transfer of a certificate for shares, the Corporation may treat the registered owner as the person exclusively entitled to vote, to receive notices and otherwise to exercise all the rights and powers of a shareholder.

6.08 Rights of Refusals. With respect to all shares of the Company which are not subject to a written agreement between the Corporation and the holder of such shares relating to the transfer of such shares, such shares may not be transferred in any way to anyone other than the Corporation or the other shareholders in proportion to their relative shareholdings, unless and until the shares have been offered (i) first, for a period of ten (10) days to the Corporation, and (ii) second, for an additional period of ten (10) days to the other shareholders wishing to acquire such shares in proportion to their relative shareholdings. Each such offer shall be either (i) at a price per share and on terms equal to those offered by a bona fide third party offeror or (ii) if no cash is to be paid for such shares, for the consideration to be exchanged (if any) for such shares.

Article 7: General Provisions

7.01 Dividends and Reserves.

(a) Declaration and Payment. Subject to statute and the Articles of Incorporation, dividends may be declared by the Board of Directors at any regular or special meeting and may be paid in cash, in property, or in shares of the Corporation. The declaration and payment shall be at the discretion of the Board of Directors.

(b) Record Date. The Board of Directors may fix in advance a record date for the purpose of determining shareholders entitled to receive payment of any dividend, the record date to be not more than sixty (60) days before the payment date of such dividend, or the Board of Directors may close the share transfer records for such purpose for a period of not more than sixty (60) days before the payment date of such dividend. In the absence of any action by the Board of Directors, the date upon which the Board of Directors adopts the resolution declaring the dividend shall be the record date.

(c) Reserves. By resolution the Board of Directors may create such reserve or reserves out of the earned surplus of the Corporation as the Directors from time to time, in their discretion, think proper to provide for contingencies, or to equalize dividends, or to repair or maintain any property of the Corporation, or for any other purpose they think beneficial to the Corporation. The Directors may modify or abolish any such reserve in the manner in which it was created.

7.02 Books and Records. The Corporation shall keep books and records of account and shall keep minutes of the proceedings of its shareholders and its Board of Directors. The Corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of the original issuance of shares issued by the Corporation and a record of each transfer of those shares that have been presented to the Corporation for registration of transfer. Such records shall contain the names and addresses of all past and current shareholders of the Corporation and the number and class of shares issued by the Corporation held by each of them. Any books,

records, minutes and share transfer records may be in written form or in any other form capable of being converted into written form with a reasonable time.

7.03 Annual Statement. The Board of Directors shall mail to each shareholder requesting a copy in writing, at least ten (10) days before each annual meeting, a full and clear statement of the business and condition of the Corporation, including a reasonably detailed balance sheet, income statement, surplus statement, and statement of changes in financial position, for the last fiscal year and for the prior fiscal year, all prepared in conformity with generally accepted accounting principles applied on a consistent basis.

7.04 Checks and Notes. Checks, demands for money, and notes of the Corporation shall be signed by officer(s) or other person(s) designated from time to time by the Board of Directors.

7.05 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors, in the absence of which, the Corporation's fiscal year shall be the calendar year.

7.06 Seal. The Corporation seal (of which there may be one or more exemplars) shall contain the name of the state of incorporation. The seal may be used by impressing it or reproducing a facsimile of it, or otherwise.

7.07 Resignation. A director, officer or agent may resign by giving written notice to the President, Secretary or the Board of Directors. The resignation shall take effect at the time specified in it, or immediately if no time is specified. Unless it specifies otherwise, a resignation takes effect without being accepted.

7.08 Amendment of Bylaws.

(a) General. These Bylaws may be amended or repealed and new Bylaws adopted either (i) by the approval of the holders of the majority of the voting shares of the Corporation, or (ii) by the Board of Directors, subject to the amendment or repeal by the holders of the majority of the voting shares of the Corporation.

(b) Exception. Notwithstanding the provisions of paragraph 7.08 (a), so long as any of the Corporation's Two Year 10% Convertible Debentures (Series 1991) are outstanding, these Bylaws may not be amended or repealed without the approval of (i) the holders of sixty percent (60%) of the voting shares of the Corporation, and (ii) forty percent (40%) of the registered owners of the Corporation's Two Year 10% Convertible Debentures (Series 1991) then outstanding.

7.09 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these Bylaws shall be considered valid and operative; and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

7.10 Headings. The headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

7.11 Relation to Articles of Incorporation. These Bylaws are subject to, and shall be governed by, the Articles of Incorporation.

7.12 Relation to Shareholders Agreement. If and to the extent there is a variance or conflict between any provision of these Bylaws and the provisions any written Shareholders Agreement between the Corporation and one or more of its Shareholders, the provisions of the Shareholders Agreement shall govern and control to the extent of such variance or conflict.

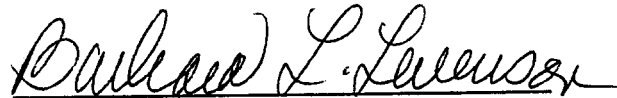
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Secretary's Certificate

I, Barbara L. Levenson, hereby certify as follows:

1. that I am the Secretary of Levenson, Levenson & Hill, Inc., a Texas corporation (the "Corporation");
2. that the foregoing Bylaws, consisting of seventeen (17) pages (including this certification page), are the true and correct originals of the Bylaws of the Corporation as adopted this day by the unanimous written consent of its Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of Levenson, Levenson & Hill, Inc. on this 30th day of October 1991.


Barbara L. Levenson

[CORPORATE
SEAL]

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