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June 23, 1997

Secretary of State
Corporations Division
P.O. Box 83720
Boise, Idaho 83720

Re: TR Incorporated

Dear Sir/Madam:

Please make the following changes to the corporate records of TR Incorporated, effective June 27, 1997:

1. Ted R. Wheeler and Robert G. Hamlin have resigned as members of the board of directors and as officers of the corporation.
2. The new officers and directors are as follows:


Directors: Stacey D. Punches
5200 Blue Ridge Ct.
Ft. Worth, TX 76112

Mary J. Punches
5200 Blue Ridge Ct.
Ft. Worth, TX 76112

Officers: Stacey D. Punches, President
5200 Blue Ridge Ct.
Ft. Worth, TX 76112

Mary J. Punches, Secretary
5200 Blue Ridge Ct.
Ft. Worth, TX 76112

Very truly yours,


Robert G. Hamlin

RGH:dsr

57 JUN 30 AM 11:34
STATE OF IDAHO

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Chg officers