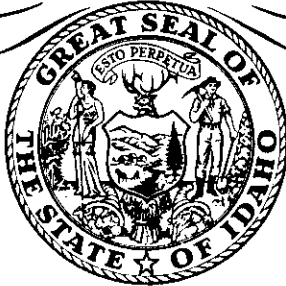


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that
LZS CO.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **sixteenth** day of **May** 19 **68**, a properly authenticated copy of its articles of incorporation, and on the **16th** day of **May** 19 **68**, a designation of **T.H. Fberle or W.C.Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **16th** day of **May**, A.D., 19**68**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

CERTIFICATE OF INCORPORATION

OF

LZS CO.

FIRST. The name of the Corporation is LZS CO.

SECOND. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its Registered Agent at such address is The Corporation Trust Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00), amounting in the aggregate to One Thousand Dollars (\$1,000).

FIFTH. The name and mailing address of the incorporator is C. A. Griffin, Jr., 2100 First City National Bank Building, Houston, Texas 77002.

SIXTH. The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Robert H. Allen	2125 Tennessee Building Houston, Texas 77002
Marsden J. Dupuy	2125 Tennessee Building Houston, Texas 77002
William M. Wolf	2125 Tennessee Building Houston, Texas 77002

SEVENTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter or repeal the bylaws of the Corporation.


EIGHTH. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provision of the General Corporation Law of the State of Delaware, the Corporation may take any such action with the written consent of the holders of a majority of the stock who would have been entitled to vote upon the action if the meeting were held, provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the vote required by statute for the proposed corporate action, and provided that prompt notice must be given to all stockholders of the taking of corporate action without a meeting and by less than unanimous written consent.

NINTH. All elections of directors shall be by a viva voce vote unless one or more stockholders present at the meeting at which directors are elected shall request in writing that such election be by ballot.

TENTH. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ELEVENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

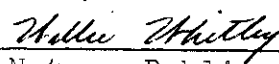
THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is his act and deed and that the facts herein stated are true, and accordingly has hereunto set his hand this 2nd day of May, 1968.


C. A. Griffin, Jr.

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BE IT REMEMBERED that on this 2nd day of May, 1968, personally came before me, a Notary Public for the State of Texas, County of Harris, C. A. GRIFFIN, JR., the party to the foregoing Certificate of Incorporation, known to me personally to be such and acknowledged the said Certificate to be the act and deed of the signer and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.


Notary Public in and for
Harris County, T e x a s

State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "LZS CO.", as received and filed
in this office the eighth day of May, A.D. 1968, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Certificate
of Incorporation is the only document of record.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this eight day
of May in the year of our Lord
one thousand nine hundred and sixty-eight.

Elisha C. Dukes

Secretary of State

L. Glavin

Ass't Secretary of State