



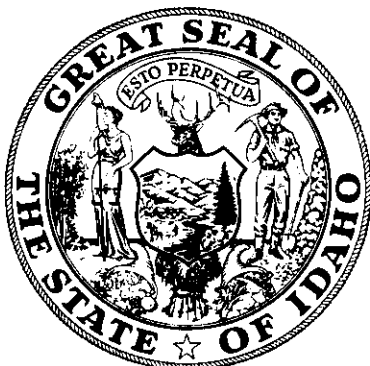
CERTIFICATE OF AUTHORITY
OF

HIXON PROPERTIES INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of *HIXON PROPERTIES INCORPORATED* for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to *HIXON PROPERTIES INCORPORATED* to transact business in this State under the name *HIXON PROPERTIES INCORPORATED* and attach hereto a duplicate original of the Application for such Certificate.

Dated *June 20, 1983*



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is HLXON PROPERTIES INCORPORATED SECRETARY OF STATE
2. *The name which it shall use in Idaho is HLXON PROPERTIES INCORPORATED
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is December 8, 1975 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth St., Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5 341 Milam Building, San Antonio, Texas 78205
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Code.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED RIDER</u>		
10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>5,000,000</u>	<u>common</u>	<u>\$0.10</u>

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
3,232,278	common	\$0.10

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 31, 1983

By Joseph M. Hixon, III
Joseph M. Hixon, III
Its President
and T. Ray Bridges
T. Ray Bridges
Its Secretary

STATE OF FLORIDA)
COUNTY OF DUVAL) ss:

I, Margaret Stevenson, a notary public, do hereby certify that on this 31st day of May, 1983, personally appeared before me Joseph M. Hixon, III, who being by me first duly sworn, declared that he is the President of

HIXON PROPERTIES INCORPORATED

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Margaret Stevenson
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE Notary Public
MY COMMISSION EXPIRES JUNE 27, 1983

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

HIxon PROPERTIES INCORPORATED

9. The names and respective addresses of its directors and officers are:

Directors:

T. Ray Bridges	341 Milam Building, San Antonio, Texas 78205
Hugh K. Foster	341 Milam Building, San Antonio, Texas 78205
Betty Hunter Geiger	601 Westover Place, Pasadena, California 91105
Alexander P. Hixon	510 Security Building, 234 East Colorado Boulevard, Pasadena, California 91101
George C. Hixon	341 Milam Building, San Antonio, Texas 78205
Joseph M. Hixon, III	2915 Independent Square, Jacksonville, Florida 32202
Pauline Hunter Turpin	2131 Oak Knoll Avenue, San Marino, California 91108
Joseph Hixon Whitney	1275 Lyman Avenue, Minneapolis, Minnesota 55403

Officers:

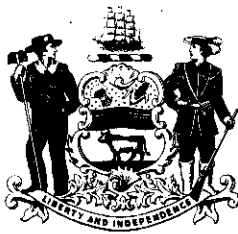
Chairman of the Board - Alexander P. Hixon	(address is above)
President - Joseph M. Hixon, III	(address is above)
Executive Vice President and Secretary - T. Ray Bridges	(address is above)
Vice Presidents - George C. Hixon	(address is above)
Hugh K. Foster	(address is above)
Bryan Simpson, Jr.	2915 Independent Square, Jacksonville, Florida 32202

Treasurer and Assistant
Secretary -
Barbara B. Benavides

341 Milam Building, San Antonio, Texas 78205

Assistant Secretary -
Bryan Simpson, Jr.

(address is above)



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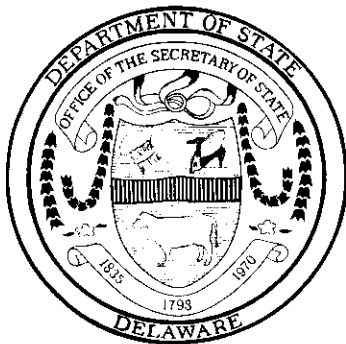
SECRETARY OF STATE

State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ December 8, 1975 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

M. Yoo

DATE: June 14, 1983

CERTIFICATE OF INCORPORATION

OF

HIXON PROPERTIES INCORPORATED

FIRST. The name of the corporation is HIXON PROPERTIES INCORPORATED.

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 nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is 1,000 of the par value of \$0.10 per share. All such shares are of one class and are designated as Common Stock. No stockholder shall have any

preemptive right or other right to acquire any shares or 'securities' of the corporation, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the corporation.

FIFTH. The name and address of the incorporator are as follows:

<u>Name</u>	<u>Mailing Address</u>
Anthony N. Graham	135 South LaSalle Street Chicago, Illinois 60603

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 a successor is elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Thomas F. Geraghty, Jr.	135 South LaSalle Street Chicago, Illinois 60603
John E. McGovern, Jr.	135 South LaSalle Street Chicago, Illinois 60603
Anthony N. Graham	135 South LaSalle Street Chicago, Illinois 60603

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. In furtherance and not in limitation of the powers conferred by a statute, the board of directors is expressly authorized:

To adopt, amend or repeal the bylaws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

NINTH. 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.

TENTH. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

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.

TWELFTH: The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time, indemnify or purchase and maintain insurance to indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

THE UNDERSIGNED, a natural person, being the incorporator herein before named, for the purpose of organizing 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 the facts herein stated are true, and accordingly has hereunto set his hand and seal this 5th day of December, 1975.

Anthony N. Graham (SEAL)
Anthony N. Graham

STATE OF ILLINOIS)
) ss.
COUNTY OF C O O K)

BE IT REMEMBERED THAT on this 5th day of December, A.D. 1975, personally came before me, a Notary Public for the State of Illinois, Anthony N. Graham, the party to the foregoing certificate of incorporation, known to me personally to be such, and acknowledged the said certificate to be his act and deed and that the facts stated therein are true.

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

(Notarial Seal)

Louis A. Taylor
Notary Public



State of DELAWARE

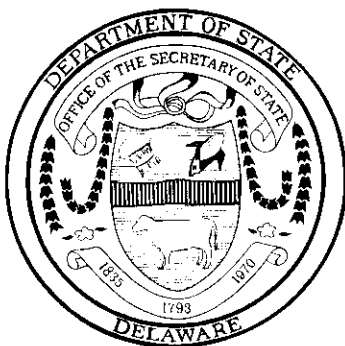


Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of Amendment

filed in this office on April 21, 1981.



Glenn C. Kenton, Secretary of State

BY: M. Toa

DATE: June 14, 1983

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HIXON PROPERTIES INCORPORATED

HIXON PROPERTIES INCORPORATED, ("Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That by a unanimous written consent of the Board of Directors of the Corporation dated April 9, 1981, resolutions were duly adopted setting forth a proposed amendment to the certificate of incorporation of the Corporation, declaring said amendment to be advisable and calling a meeting of the stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That it be, and it hereby is, declared advisable to amend Article FOURTH of the Certificate of Incorporation of the Corporation be deleting the present Article FOURTH in its entirety and inserting in its place the following:

"FOURTH. The aggregate number of shares which the Corporation shall have authority to issue is 5,000,000 of the par value of \$0.10 per share. All such shares are of one class and are designated as Common Stock. No stockholder shall have any preemptive right or other right to acquire any shares or securities of the corporation, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the corporation."

SECOND: That thereafter, and in lieu of a meeting and vote of the stockholder, the sole stockholder of the Corporation by written consent dated April 10, 1981, approved and adopted said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.


THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

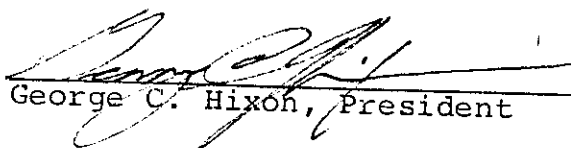
In Witness Whereof, HIXON PROPERTIES INCORPORATED has caused its corporate seal to be hereunto affixed and this certificate to be signed by George C. Hixon, its President and T. Ray Bridges, its Secretary, this 10th day of April, 1981.

HIXON PROPERTIES INCORPORATED

SEAL

ATTEST:


T. Ray Bridges, Secretary


George C. Hixon, President