



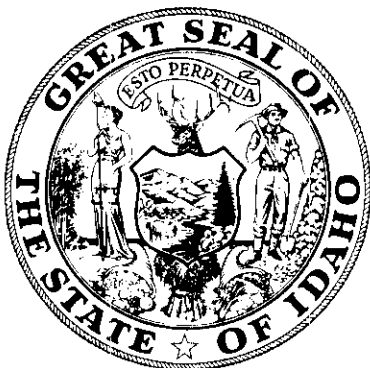
CERTIFICATE OF AUTHORITY
OF

RII ACQUISITION COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of RII ACQUISITION COMPANY 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 RII ACQUISITION COMPANY to transact business in this State under the name RII ACQUISITION COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 15, 1982**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY RECEIVED

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement: 1982 001 19 AM 9 37

1. The name of the corporation is RII Acquisition Company SECRETARY OF STATE
2. *The name which it shall use in Idaho is RII Acquisition Company
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is July 2, 1982 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 Street, Wilmington, Delaware 19801
6. The 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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
The transaction of any and all lawful business in which
corporations may engage in under the laws of Idaho.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached rider		

9. 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
1,000	Common	\$1.00

(continued on reverse)

10. 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
100	Common	\$1.00

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

12. 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 October 12, 19 82

RII Acquisition Company

By [Signature]

L.R. Larsen, Its Vice President

and [Signature]

J.D. Davis, Its Secretary

STATE OF TEXAS)
) ss:
COUNTY OF HARRIS)

I, Robin B. Martin, a notary public, do hereby certify that on this 12th day of October, 19 82, personally appeared before me L.R. Larsen, who being by me first duly sworn, declared that he is the Vice President of RII Acquisition Company

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

[Signature]
Notary Public

Robin B. Martin
Notary Public in and for the State of Texas
My Commission expires September 4, 1985

*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.

RII ACQUISITION COMPANY

<u>DIRECTORS</u>	<u>ADDRESS</u>	<u>DATE OF TAKING OFFICE</u>
H. F. LeMieux	5065 Westheimer, Houston, TX 77056	7-02-82
L. R. Larsen	5065 Westheimer, Houston, TX 77056	7-02-82
J. D. Davis	5065 Westheimer, Houston, TX 77056	7-02-82

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>	<u>DATE OF TAKING OFFICE</u>
H. F. LeMieux	Chairman of the Board	5065 Westheimer, Houston, TX 77056	8-05-82
R. N. Crews	President	5065 Westheimer, Houston, TX 77056	8-05-82
J. D. Davis	Vice President and Secretary	5065 Westheimer, Houston, TX 77056	8-05-82
L. R. Larsen	Vice President	5065 Westheimer, Houston, TX 77056	8-05-82
J. F. Ahart	Treasurer	" " " " "	8-05-82
M. Mortensen	Assistant Secretary	5065 Westheimer, Houston, TX 77056	8-05-82
J. W. Slater	Assistant Treasurer	" " " " "	8-05-82



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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 July 2, 1982



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *J. Ward*

DATE: October 6, 1982

CERTIFICATE OF INCORPORATION
OF

RII Acquisition Company

1. The name of the corporation is:

RII Acquisition Company

2. The address of its registered office in the State of Delaware is 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.

3. 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.

4. 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 (\$1,000.00).

5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by ballot.

6. The name and mailing address of the incorporator is:

L. M. Custis
100 West Tenth Street
Wilmington, Delaware 19801

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 2nd day of July, 1982.



L. M. Custis