

85101/4389

State of Idaho

Department of State

CERTIFICATE OF WITHDRAWAL OF

ARRH, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ARRH, INC. for a Certificate of Withdrawal from 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated July 23, 19 91



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR
CERTIFICATE OF WITHDRAWAL

RECEIVED
SEC. OF STATE

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, Idaho Code, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is ARRH, Inc.
The name which it used in Idaho is ARRH, Inc.

2. It is incorporated under the laws of Delaware.
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.

6. The post office address to which process against the corporation that may be mailed is 515 W. Greens Rd., Suite 1200, Houston, Texas 77067.

7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

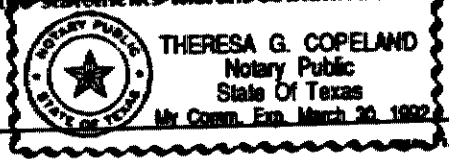
ARRH, Inc.

By [Signature]
Its President
And [Signature]
Its Secretary

STATE OF Texas)
COUNTY OF Harris) ss:

I, Theresa G. Copeland, a notary public, do hereby certify that on this 10th day of July, 19 91, personally appeared before me Dan McLachlin, who being by me first duly sworn, declared that he is the Secretary of ARRH, Inc.

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



Theresa G. Copeland
Notary Public