

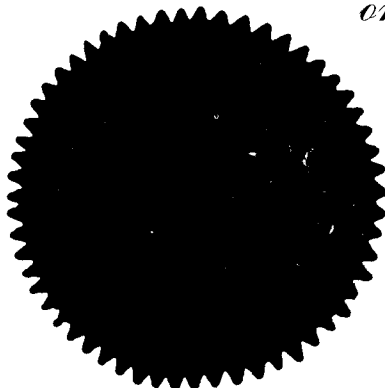
State of Delaware



Office of Secretary of State.

I, Robert H. Reed, 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 Amendment of the "ANDERSON, CLAYTON & CO.", as received and
filed in this office the fifteenth day of March, A.D. 1973, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ *day*
fifteenth
March
of _____ *in the year of our Lord*
seventy-three.
one thousand nine hundred and _____



Robert H. Reed

Secretary of State

W. B. Biddle

Ass't Secretary of State

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION**

Anderson, Clayton & Co., 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 unanimous written consent of the Board of Directors of Anderson, Clayton & Co., pursuant to Section 141 of the General Corporation Law of the State of Delaware, a resolution was duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and calling a special meeting of the stockholders of the Corporation entitled to vote in respect thereof for the consideration of such amendment. The proposed amendment set forth in such resolution is as follows:

(a) That said Restated Certificate of Incorporation be amended by changing the first paragraph of the Article thereof numbered "FOURTH" so that, as amended, said paragraph shall be and read as follows:

"FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 12,000,000 of which 2,000,000 shares without par value shall be preferred stock issuable in series (hereinafter called the "Preferred Stock") and 10,000,000 shares of the par value of \$1 each, amounting in the aggregate to \$10,000,000, shall be common stock (hereinafter called the "Common Stock")."

(b) That simultaneously with the effectiveness of the aforesaid amendment, as provided in Article FOURTH below, each of the issued shares (including shares in the treasury of the Corporation) of Common Stock, \$21.80 par value, of the Corporation be reclassified into two shares of Common Stock, \$1 par value, of the Corporation.

SECOND: That thereafter, pursuant to the call provided in the aforesaid resolution of the Board of Directors, a special meeting of the stockholders of the Corporation was duly held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting a majority of the outstanding stock entitled to vote thereon was voted in favor of the aforesaid amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment shall become effective at the close of business on March 23, 1973.

FIFTH: That the capital of the Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Anderson, Clayton & Co. has caused its corporate seal to be hereunto affixed and this certificate to be signed by T. J. Barlow, its President, and attested by Don C. McDonald, its Secretary, this 5th day of March, 1973.

ANDERSON, CLAYTON CO.

ATTEST:

By DON C. McDONALD
Secretary

By T. J. BARLOW
President

ANDERSON, CLAYTON & Co.
CORPORATE
1929
SEAL
DELAWARE

THE STATE OF TEXAS }
COUNTY OF HARRIS }

BE IT REMEMBERED, that on this 5th day of March, 1973, personally appeared before me, a notary public in and for the County and State aforesaid, T. J. Barlow, President of Anderson, Clayton & Co., a corporation of the State of Delaware, the corporation described in and which executed the foregoing Certificate, known to me personally to be such, and he duly executed said Certificate before me and acknowledged the said Certificate to be his act and deed and the act and deed of said corporation and that the facts stated therein are true; and that the seal affixed to said Certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

[SEAL]

ANN B. WORSHAM
Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1973