



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

a corporation duly organized and existing under the laws of _____ has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the _____ day of _____, 19____, a properly authenticated copy of its articles of incorporation, and on the _____ day of _____, 19____, a designation of _____ in the County of _____ 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 _____ day of _____, A.D., 19____.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



The State of Texas

SECRETARY OF STATE

I, MARK WHITE, Secretary of State of the
State of Texas, DO HEREBY CERTIFY that the attached is a
true and correct copy of the following described instruments
on file in this office:

HONEY FARMS, INC.

Articles of Incorporation

April 27, 1976



IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be im-
pressed hereon the Seal of State at my office in
the City of Austin, this

...7th... day of ...December... A. D. 19 76.

Mark White

Secretary of State

APR 27 1976

ARTICLES OF INCORPORATION
OF
HONEY FARMS, INC.

James L. Nelson
Deputy Director, Corporation Division

I, the undersigned natural person of the age of eighteen years or more, acting as an incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is HONEY FARMS, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

To lease, purchase, sell and subdivide real estate, within towns, cities and villages, and their suburbs, not extending more than two miles beyond their corporate limits;

To purchase, manufacture, assemble, fabricate, produce, import, receive, lease as lessee or otherwise acquire, own, hold, store, use, repair, service, maintain, mortgage, pledge or otherwise encumber, sell, assign, lease as lessor, distribute, export or otherwise dispose of and generally deal with and in as principal, agent, broker, investor or otherwise, goods, wares, merchandise, securities and personal property, tangible or intangible, of all kinds and descriptions;

To establish, maintain and conduct any sales, service, agency, brokerage, franchise, investment or merchandising business in all its aspects for the

purpose of selling, purchasing, licensing, renting, leasing, operating, franchising and otherwise dealing with personal services, instruments, machines, appliances, inventions, securities, trade marks, trade names, patents, privileges, processes, improvements, copyrights, contract rights and personal property, tangible and intangible, of all kinds and descriptions;

To serve as manager, consultant, representative, agent, broker or advisor for other persons, associations, corporations, partnerships and firms;

To enter into partnerships or into any arrangement for sharing of profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise, with any person, firm or corporation carrying on or engaged in or about to carry on or engage in any business or transaction which the corporation is authorized to carry on or engage in;

To carry out the purposes above set forth in any state, territory, district or possession of the United States, or in any foreign country to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States or by such foreign country; and

In general, to transact any or all lawful business for which corporations may be organized under the Texas Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of common stock of the par value of ten cents (\$.10) each. The corporation shall have the authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

No shareholder of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

No holder of securities of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any securities of the corporation now or hereafter authorized to be issued, or securities held in the treasury of the corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise. Any such securities may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE V

If, with respect to any action taken by the shareholders of the corporation, any provision of the Texas Business Corporation Act would, but for this Article V, require the vote or concurrence of the holders of shares having more than a majority of the votes entitled to be cast thereon, or of any class or series thereof, the vote or concurrence of the holders of shares having only a majority of the votes entitled to be cast thereon, or of any class or series thereof, shall be required with respect to any such action.

ARTICLE VI

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of not less than One Thousand Dollars (\$1,000), consisting of money, labor done or property actually received.

ARTICLE VII

The post office address of the corporation's initial registered office is 3133 Buffalo Speedway, Suite 222, Houston, Texas 77098, and the name of its initial registered agent at such address is ROD CUTSINGER.

ARTICLE VIII

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualify are:

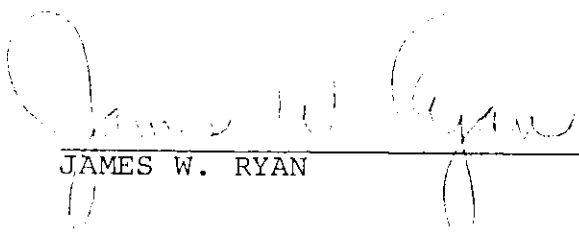
<u>Name</u>	<u>Address</u>
James W. Ryan	One Allen Center 34th Floor 500 Dallas Street Houston, Texas 77002

ARTICLE IX

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James W. Ryan	One Allen Center 34th Floor 500 Dallas Street Houston, Texas 77002

IN WITNESS WHEREOF, I have hereunto set my hand this
21st day of April, 1976.

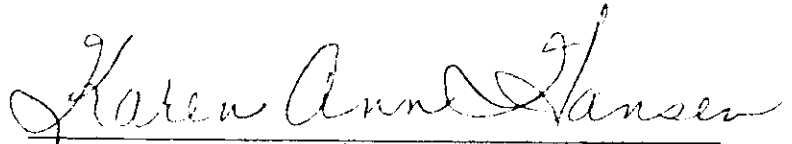


JAMES W. RYAN

THE STATE OF TEXAS X

COUNTY OF HARRIS X

I, the undersigned, a Notary Public, do hereby certify that on this 21st day of April, 1976, personally appeared before me JAMES W. RYAN, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



Notary Public in and for
Harris County, T E X A S

KAREN ANN HANSEN