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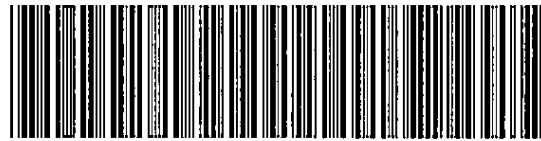
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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ALLAN H. HAMILTON  
JAMES C. FORD  
JAMES A. FORD  
C. WIFE SCHMIDT  
GEORGE W. FINESTRA  
FRANK D. GORONCHER  
FRANKLIN W. STEPHENS  
MICHAEL J. GILMAN  
DANIEL A. NOVAK  
WILLIAM MASTLETT  
JAMES L. DEEM  
LEONARD AUGUST III  
RODOLFO D. WELLS  
CONSTANCE H. A. HARRIS  
JAMES E. ADAMS

FEDERAL BUREAU OF INVESTIGATION  
 DALLAS, TEXAS 76201  
 TELEPHONE 214-761-2000  
 MAY 19 1964

S. Mary Cur  
Secretary of State  
Division of Corrections  
Capital Building  
Tomball, Texas 77068 301

RE: Reincorporation of R P International, Inc.  
a Nevada Corporation, in Florida

Please find enclosed the following documents to complete the above referenced matter: 1) Articles of Incorporation of R P Industries, Inc.; 2) Agreement and Plan of Merger; 3) Unanimous Consent of Directors and Shareholders of R P Industries, Inc.; 4) our check in the amount of \$478.00 to file the above referenced articles of incorporation and merger agreement.

These documents are being filed to incorporate R P International, Inc., a Nevada corporation, in Florida where the corporation is presently authorized to do business. The Florida corporation will survive the merger, and its name will be changed to R P International, Inc. by amending its Articles of Incorporation.

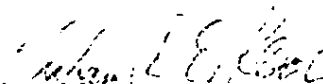
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will send  
R.A.  
acceptance  
mk

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Ms. Mary Esour

Please return certified copies of the Articles of Incorporation and Agreement and Plan of Merger to this office. Should you have any questions concerning this matter, please do not hesitate to give me a call.

Sincerely,

  
Graham R. E. Koch

GREK/lt

Enclosures

C T CORPORATION SYSTEM



January 17, 1980

RE: RP INDUSTRIES, INC. (Florida Domestic)

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

Attention: Mary Kacur

Dear Ms. Kacur:

Pursuant to instructions of counsel, listed below, we enclose an executed Certificate of Acceptance of Appointment of Agent for the above company.

Please place this together with the Articles of Incorporation originally forwarded to your attention by counsel for the corporation and file the Articles without further delay.

Thank you very much for your attention to this matter.

Very truly yours,

C T CORPORATION SYSTEM

Michael E. Jones  
Service Representative

MEJ:mj  
Encls.

COUNSEL: Mr. Jim Ash, Attorney  
Messrs. Vial, Hamilton, Koch, Tubb, Knox  
& Spradley  
1500 Republic National Bank Tower  
Dallas, Texas 75201

JAN 18 2 29 PM '80  
SECRETARY  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

R P INDUSTRIES, INC.

RECEIVED DATE  
1-14-80

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CLERK OF DISTRICT COURT

We, the undersigned natural persons of the age of twenty-one (21) years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation; effective as of the 14th day of January, 1980:

ARTICLE I

The name of the corporation is R P INDUSTRIES, INC.

ARTICLE II

The period of duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are, in general, to have and exercise any and all powers granted to corporations, and to transact any and all lawful business for which corporations may be incorporated under this act.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) of the par value of One Dollar (\$1.00) each. Each share of common stock issued and outstanding shall be entitled to one (1) vote. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. It is expressly prohibited for any shareholder to cumulate his votes in any election of directors.

With respect to any action to be taken by the shareholders for which the Florida General Corporation Act requires the vote or concurrence of the holders of more than a majority of the shares of the corporation, or of any class or series thereof, such action shall be deemed to have been approved upon the vote or concurrence of the holders of a majority of the shares of the corporation, or of any class or series thereof, as the case may be, notwithstanding a provision of the Florida General Corporation Act to the contrary.

No stockholder shall be entitled, as a matter of right, to purchase or subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, including but not limited to, treasury stock, or any notes, debentures or bonds, or other securities, convertible into or carrying warrants or options to purchase shares of any class, now or hereafter to be authorized. Any such securities or additional shares of stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion shall be deemed advisable.

#### ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand Dollars (\$1,000.00) consisting of money or property actually received, which sum is not less than One Thousand Dollars (\$1,000.00).

#### ARTICLE VI

The post office address of its initial registered office is 100 Pineapple Blvd., Miami, Florida 33132, and the name of its initial registered agent at such address is Corporation System.

#### ARTICLE VII

No contract, act or transaction of this corporation with any person or persons, firm, trust or association, or any other corporation shall be affected or invalidated by the fact that any director, officer or stockholder of this corporation is a party to, or is interested in, such contract, act or transaction, or in any way connected with any such person or persons, firm, trust or association, or is a director, officer or stockholder of, or otherwise interested in, any such other corporation, except as may be otherwise provided in Section 49 of the Florida General Corporation Act. No duty to pay damages to this corporation shall be imposed upon such director, officer or stockholder of this corporation solely by reason of such fact, regardless of whether the vote, action or presence of any such director,

officer or stockholder may be or have been necessary to obligate this corporation on, or in connection with, such contract, act or transaction, provided that if such vote, action or presence is or shall have been necessary, such interest or connection (other than an interest as a non-controlling stockholder of any such other corporation) be known or disclosed to the Board of Directors of this corporation.

#### ARTICLE VIII

(A) The corporation shall indemnify, to the extent provided in paragraphs (B), (D), or (F):

(1) Any person who is or was director, officer, agent or employee of the corporation, and

(2) Any person who serves or served at the corporation's request as a director, officer, agent, employee, partner or trustee of another corporation or of a partnership, joint venture, trust or other enterprise.

(B) In case of a suit by or in the right of the corporation against a person named in paragraph (A) by reason of his holding a position named in paragraph (A), for expenses (including attorney's fees but excluding amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of the suit.

(C) In case of a suit by or in the right of the corporation, a person named in paragraph (A) shall be indemnified only if:

(1) He is successful on the merits or otherwise,

or



(2) He acted in good faith in the transaction which is the subject of the suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation; however, he shall not be indemnified in respect of any loss or damage or matter as to which he has been adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which the suit was brought shall determine, upon application, that, despite the adjudication and in view of all the circumstances, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(4) In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative)--other than a suit by or in the right of the corporation--together hereafter referred to as a nonderivative suit, against a person named in paragraph (A) or reason of his holding a position named in paragraph (A), the corporation shall indemnify him if he satisfies the standard in paragraph (E), for amounts actually and reasonably incurred by him in connection with the defense or settlement of the nonderivative suit as:

- (1) Expenses (including attorneys' fees);
- (2) Amounts paid in settlement;
- (3) Judgments; and
- (4) Fines.

(E) In case of a nonderivative suit, a person named in paragraph (A) shall be indemnified only if:

(1) He is successful on the merits or otherwise.

or

(2) He acted in good faith in the transaction which is the subject of the nonderivative suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, he had no reason to believe his conduct was unlawful. The termination of a nonderivative suit by judgment order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this paragraph (E)(2).

(F) A determination that the standard of paragraph (C) or (E) has been satisfied may be made by a court. Or, except as stated in paragraph (E)(2) (2d sentence), the determination may be made by:

(1) A majority of the directors of the corporation (whether or not a quorum) who were not parties to the action, suit or proceeding, or

(2) Independent legal counsel in a written opinion,

or

(3) The shareholders of the corporation.

(G) Anyone making a determination under paragraph (F) may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

(H) The corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under paragraphs (A)-(G) if:

1. The Board of Directors authorizes the special dividend and

2. The person receiving the payment understands and agrees to repay, subject to a determination that he is entitled to indemnification by the corporation under paragraph (A)-(III).

(I) The indemnification provided by paragraph (A)-(II) shall not be exclusive of any other rights to which a person may be entitled by law, by law, agreement, vote of shareholders or any stockholder, or otherwise.

(II) The indemnification and advance payment provided in paragraph (A)-(II) shall not be available to a person who is not entitled to hold a position named in paragraph (A)-(II) shall indemnify his heirs, executors and administrators.

(III) The corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in paragraph (A), against any liability incurred by him in any such position, or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability under paragraph (A)-(III).

(IV) Indemnification payments, advance payments and insurance payments made under paragraphs (A)-(IV) shall be reported in writing to the shareholders of the corporation with the next notice of annual meeting, or within six months, whichever is sooner.

#### ARTICLE IX

The Board of Directors shall consist of not less than one nor more than three persons with the actual

number to serve at any given time being determined in accordance with the Bylaws of the corporation.

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their first successors are elected and qualified, are:

| <u>NAME</u>         | <u>ADDRESS</u>  |
|---------------------|---|
| James E. Doyle, III | 1777 Hines Place<br>Dallas, Texas 75210               |
| C. Arthur Hamlin    | 1777 Hines Place<br>Dallas, Texas 75210               |
| Graham R. E. Koch   | 1500 Republic Nat'l Bank Tower<br>Dallas, Texas 75201 |

#### ARTICLE V

The Board of Directors is expressly authorized to make, alter or amend Bylaws of this corporation or to adopt new Bylaws.

#### ARTICLE VI

The names and addresses of the incorporators are:

| <u>NAME</u>         | <u>ADDRESS</u>  |
|---------------------|---|
| Charles R. Billings | 1500 Republic Nat'l Bank Tower<br>Dallas, Texas 75201 |
| Richard L. Cippelle | 1500 Republic Nat'l Bank Tower<br>Dallas, Texas 75201 |
| James C. Ash, Jr.   | 1500 Republic Nat'l Bank Tower<br>Dallas, Texas 75201 |

IN WITNESS WHEREOF, we hereunto set our hands this 14th  
day of January, 1951.

Charles R. Billings  
Charles R. Billings

Richard L. Cippelle  
Richard L. Cippelle

James C. Ash, Jr.  
James C. Ash, Jr.

STATE OF TEXAS )  
COUNTY OF DALLAS )

I, Charles R. Billings, a notary public, do hereby  
certify that on the 14th-day of January, 1951,  
personally appeared before me CHARLES R. BILLINGS, RICHARD  
L. CIPPELE, and JAMES C. ASH, JR., who, being by me duly  
sworn, declared that they are the persons who signed the  
foregoing document as incorporators and that the statements  
therein contained are true.

Charles R. Billings  
Notary Public in and For  
Dallas County, T E X A S

My Commission Expires:

9-11-51

C T CORPORATION SYSTEM, having been designated  
to act as registered agent for PP INDUSTRIES, INC.,  
hereby agrees to act in this capacity.

C T CORPORATION SYSTEM

By H. C. Broadt - Assistant Secretary

ARTICLES OF MERGER + NAME CHANGE  
FOREIGN (QUALIFIED) INTO A FLORIDA

-----  
A notification letter was mailed to:

Graham R. E. Koch, Esq.  
15th Fl., Republic Nat'l Bank Tower  
Dallas, Tx 75201

Mailed: 1 certified copy  
File Number: 12                      Remittance Totaling: \$45.00  
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Merging: R P INTERNATIONAL, INC., a Nevada Corporation (Charter #839653)

-----merging into-----

R P INDUSTRIES, INC.

-----and changing name to-----

R P INTERNATIONAL, INC.

Charter Number: 652716

Filing Date: January 18, 1980

652716

Word Processing: January 21, 1980

By: rr

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DALLAS, TEXAS 75201  
TELEPHONE 214-748-4961  
C. S. MERRICK TELETYPE UNIT

MERGER &  
NAME  
CHANGE

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1-16-80  
mk

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Page -2-  
Ms. Mary Kacur

Please return certified copies of the Articles of Incorporation and Agreement and Plan of Merger to this office. Should you have any questions concerning this matter, please do not hesitate to give me a call.

Sincerely,

  
Graham R. E. Koch

GREK/lc

Enclosures

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of January 14, 1980, by and between R P International, Inc. a Nevada corporation (herein called the "Nevada Corporation") and R P Industries, Inc., a Florida corporation (herein called the "Florida Corporation"), said corporations being herein sometimes referred to as the "Constituent Corporations."

The Nevada Corporation is a corporation duly organized and existing under the laws of the State of Nevada, having been incorporated thereunder on September 28, 1977. The Florida Corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on January 14, 1980. The Constituent Corporations were both organized under their present names, and such names have never been changed.

The authorized capitalization of the Nevada Corporation consists of One Hundred Thousand (100,000) shares of Common Stock, par value \$1.00 per share, of which 1,000 shares are now issued and outstanding as of the date hereof.

The authorized capitalization of the Florida Corporation consists of One Hundred Thousand (100,000) shares of common stock, par value \$1.00 per share, of which 1,000 shares are now issued and outstanding and are owned by the Nevada Corporation.

The principal office in the State of Nevada of the Nevada Corporation is located at One East First Street, Reno, Nevada 89505. The registered office in the State of Florida of the Florida Corporation is located at 100 Biscayne Blvd., Miami, Florida 33132, and C T Corporation System is the agent in charge thereof upon whom process against the Florida Corporation may be served.

The Board of Directors of the Nevada Corporation and the Board of Directors of the Florida Corporation deem it to the benefit and advantage of each of said corporations and their respective stockholders that said corporations merge under and pursuant to the provisions of Section 78.475 of the General Corporation Law of the State of Nevada and Section 78 of the General Corporation Act of the State of Florida, and the Board of Directors of each of the Constituent Corporations, by resolution duly adopted, has approved this Agreement and Plan of Merger (sometimes herein called the "Agreement") and a majority of the Directors

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

of each has duly authorized the execution of the same and each of said Boards of Directors has directed that the Agreement be submitted to a vote of the respective stockholders of the Nevada Corporation and the Florida Corporation entitled to vote thereon (namely, all of the stockholders of each) at stockholder meetings called separately for the purpose, among others, of considering approval of the Agreement.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that in accordance with the provisions of Section 78.475 of the General Corporation Law of the State of Nevada and Section 78 of the General Corporation Act of the State of Florida, the Nevada Corporation shall be merged with and into the Florida Corporation, and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

#### ARTICLE I

Except as herein specifically set forth, the corporate existence of the Florida Corporation, with all its purposes, powers and objects, shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers, and objects of the Nevada Corporation, shall be merged into the Florida Corporation and the Florida Corporation, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of the Nevada Corporation shall cease as soon as the merger shall become effective as herein provided, and thereupon the Nevada Corporation and the Florida Corporation shall be a single corporation, to wit, the Florida Corporation (hereinafter sometimes referred to as the "Surviving Corporation"). This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the stockholders of the Constituent Corporations as provided in Article XI hereof. Upon such adoption, that fact shall be certified upon the Agreement by the Secretary or Assistant Secretary of each of the Constituent Corporations, under the seals thereof. Thereupon, complying with the requirements of Section 78.475 of the General Corporation Law of the State of Nevada and Section 78 of the General Corporation Act of the State of Florida, the Agreement shall be filed in the office of the Secretary of State of Florida and a copy of this Agreement, certified by the Secretary of State of Florida, shall be recorded in the office of the Recorder of Dade County in the State of Florida, and a Certificate of Merger under Section 78.475 of the General Corporation Law of the State of Nevada shall be filed with the Nevada Department of State.

The merger shall become effective when the necessary filing shall have been accomplished in Nevada and the necessary filing and recording shall have been accomplished in Florida. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger."

#### ARTICLE II

Upon the effective date of the merger, the Certificate of Incorporation of the Florida Corporation, as hereinafter amended, shall be the Certificate of Incorporation of the Surviving Corporation. Said Certificate of Incorporation is made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full.

#### ARTICLE III

Upon the effective date of the merger, the Bylaws of the Florida Corporation shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended, or repealed in accordance with law, the Certificate of Incorporation, and said Bylaws.

#### ARTICLE IV

On the effective date of the merger, the Surviving Corporation shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges, and purposes of each of the Constituent Corporations; and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Corporations, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any stockholder, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either Constituent Corporation or any stockholder, officer, director or employee thereof shall abate or be discontinued by such merger, but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred or the Surviving Corporation may be substituted in any action or proceeding in place of either Constituent Corporation.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or rights of the Constituent Corporation, or otherwise to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions hereof.

#### ARTICLE V

The number of shares of stock which the Surviving Company shall have authority to issue shall be One Hundred Thousand (100,000) shares of Common Stock, par value \$1 per share.

#### ARTICLE VI

Upon the effective date of the merger, each issued and outstanding share of Common Stock of the Nevada Corporation, \$1 par value, shall be and become converted into one fully paid and nonassessable share of Common Stock, \$1 par value, of the Surviving Corporation. Outstanding certificates representing shares of Common Stock of the Nevada Corporation shall thenceforth represent the same number of shares of Common Stock of the Surviving Corporation, and the holder thereof shall be entitled to precisely the same rights he would enjoy if he held certificates issued by the Surviving Corporation. Upon the surrender of any such certificate to the Surviving Corporation at the office of its Transfer Agent, the transferee or other holder of the certificates surrendered shall receive in exchange therefor a certificate or certificates of the Surviving Corporation. Upon the effective date of the merger, each outstanding option or right to purchase or otherwise acquire shares of Common Stock of the Nevada Corporation shall be converted, forthwith upon the merger becoming effective, into and become an option or right to purchase or otherwise acquire the same number of shares of Common Stock of the Surviving Corporation on the same terms and conditions, and, in connection therewith, the same number of shares of Common Stock of the Surviving Corporation shall be reserved for issuance by the Surviving Corporation as were reserved by the Nevada Corporation immediately prior to the merger.

#### ARTICLE VII

In order to perfect the merger, the Certificate of Incorporation of the Florida Corporation is hereby amended by striking all of Article I and substituting the following:

"ARTICLE I: The name of the corporation is R P International, Inc."

#### ARTICLE VIII

Upon the merger becoming effective, the shares of Common Stock, par value \$1 per share, of the Florida Corporation which shall be outstanding immediately prior to the effective date of the merger, shall be canceled and retired, and no new shares of Common Stock or other securities of the Surviving Corporation shall be issuable with respect thereto.

#### ARTICLE IX

The officers and directors of the Nevada Corporation at the effective date of the merger shall serve as the officers and directors of the Surviving Corporation, until their successors shall have been elected and shall qualify or as otherwise provided in the Bylaws of the Surviving Corporation.

If, on or after the effective date of the merger, a vacancy shall exist in the board of directors of the Surviving Corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

#### ARTICLE X

All corporate acts, plans, policies, approvals and authorizations of the Nevada Corporation, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were on the Nevada Corporation. Without limiting the foregoing, all stock-option, pension and profit-sharing plans of the Nevada Corporation, all as amended and in effect immediately prior to the merger becoming effective, and any and all outstanding options and rights thereunder, shall

be continued by the Surviving Corporation, which shall be substituted for the Nevada Corporation. Such merger shall not, in itself, effect any other change in such plans, options or rights. The employees of the Nevada Corporation shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of the Nevada Corporation. It is intended that the transaction described herein qualifies as a reorganization within the definition of Clause (F) of Section 368(a)(1) of the Internal Revenue Code of 1954, as amended.

#### ARTICLE XI

This Agreement of Merger shall be submitted to the stockholders of each of the Constituent Corporations as provided by the applicable laws of the States of Nevada and Florida. There shall be required for the adoption of this Agreement by (1) the Nevada Corporation, the affirmative vote of the holders of at least two-thirds of the capital stock outstanding; and by (2) the Florida Corporation, the affirmative vote of the holders of at least a majority of the capital stock outstanding. In addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the Constituent Corporations to be necessary to effect such merger.

#### ARTICLE XII

This Agreement and the merger may be terminated and abandoned by resolutions of the Boards of Directors of the Nevada Corporation and the Florida Corporation prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article XIII, this Agreement shall become void and of no further effect without any liability on the part of either of the Constituent Corporations or its stockholders or the directors or officers in respect thereof.

#### ARTICLE XIII

This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each party to this Agreement and Plan of Merger, pursuant to authority duly given by its respective Board of Directors, has caused these presents to be executed on its behalf by its President, and its corporate seal to be hereunto affixed and attested to by its Secretary as of the day and year first hereinabove written.

R P INTERNATIONAL, INC.

BY: C. Arthur Hamlin  
C. ARTHUR HAMLIN,  
President

BY: Norris L. Adams  
NORRIS L. ADAMS,  
Secretary/Treasurer

SEAL

BY: James E. Coyle, III  
JAMES E. COYLE, III  
Director

BY: C. Arthur Hamlin  
C. ARTHUR HAMLIN,  
Director

BY: Graham R. E. Koch  
GRAHAM R. E. KOCH,  
Director



R P INDUSTRIES, INC.

BY: C. Arthur Hamlin  
C. ARTHUR HAMLIN  
President

BY: Norris L. Adams  
NORRIS L. ADAMS,  
Secretary/Treasurer

SEAL

BY: James E. Coyle, III  
JAMES E. COYLE, III,  
Director

BY: C. Arthur Hamlin  
C. ARTHUR HAMLIN,  
Director

BY: Graham R. E. Koch  
GRAHAM R. E. KOCH,  
Director

STATE OF TEXAS       )  
                              )  
COUNTY OF DALLAS    )

I, Danella S. Saldana, a notary public,  
do hereby certify that on the 14th day of January,  
19 80 personally appeared before me C. ARTHUR HAMLIN, Pres-  
ident of R P International, Inc. and President of R P Indus-  
tries, Inc., who, being by me duly sworn, declared that he  
is the person who signed the foregoing document and that the  
statements therein contained are true.


Danella S. Saldana  
Notary Public In and For Dallas  
County, T E X A S

My Commission Expires:

9-14-81

I, Norris L. Adams, Secretary/Treasurer of R P Industries, Inc. do hereby certify that on the date stated below a special meeting of the Shareholder of R P Industries, Inc. was held to consider and vote on a proposed Agreement and Plan of Merger entered into by the Board of Directors of R P Industries, Inc. and the Board of Directors of R P International, Inc. A vote to adopt or reject the agreement was taken by ballot, and a tabulation indicated a unanimous vote in favor of adopting the agreement whereupon an appropriate resolution was unanimously passed.

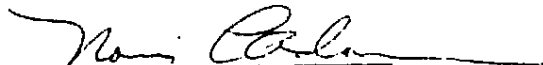
DATED this th 14th day of January, 1980.

  
Norris L. Adams,  
Secretary/Treasurer

SEAL

I, Norris L. Adams, Secretary/Treasurer of R P International, Inc. do hereby certify that on the date stated below a special meeting of the Shareholder of R P International, Inc. was held to consider and vote on a proposed Agreement and Plan of Merger entered into by the Board of Directors of R P International, Inc. and the Board of Directors of R P Industries, Inc. A vote to adopt or reject the agreement was taken by ballot, and a tabulation indicated a unanimous vote in favor of adopting the agreement whereupon an appropriate resolution was unanimously passed.

DATED this th 14th day of January, 1980.

  
Norris L. Adams,  
Secretary/Treasurer

SEAL

UNANIMOUS CONSENT OF SHAREHOLDER  
AND BOARD OF DIRECTORS OF  
R P INDUSTRIES, INC.

FILED  
APR 18 2 43 PM '80  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

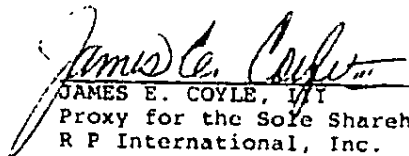
The undersigned, constituting all of the shareholders and Board of Directors of R P Industries, Inc., a corporation duly organized and existing under the laws of the State of Florida, acting pursuant to Sec. 61(3) of the Florida General Corporation Act, and in lieu of a special meeting of the shareholder and Board of Directors, do hereby consent, adopt and and approve the following amendment to the Articles of Incorporation, which shall have the same force and effect as is so consented to, adopted, and approved by a unanimous vote of the Directors and Shareholder at a duly called special meeting:

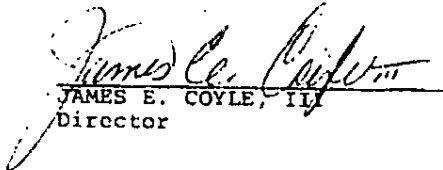
RESOLVED, that in order to perfect the merger of R P International, Inc. and R P Industries, Inc., the Certificate of Incorporation of R P Industries, Inc. is hereby amended by striking all of Article I and substituting the following:

"Article I: The name of the corporation is R P International, Inc."


The undersigned certify that they constitute the sole shareholder and duly elected and acting Directors of R P Industries, Inc.

EXECUTED AS OF THIS 14th day of January, 1980.

  
JAMES E. COYLE, III  
Proxy for the Sole Shareholder,  
R P International, Inc.

  
JAMES E. COYLE, III  
Director

  
C. ARTHUR HAMLYN  
Director

  
GRAHAM R. E. KOCH  
Director

6 5 2 7 16

STATEMENT OF CHANGE OF REGISTERED OFFICE

To the Secretary of State of the State of Florida.

Pursuant to the provisions of Sections 607.014 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office in the State of Florida.

FIRST: The name of the corporation is

RP Industries, Inc.

SECOND: The address of its present registered office is c/o C T Corporation System, 180 Biscayne Boulevard, Miami, Florida 33132.

THIRD: The address to which its registered office is to be changed is c/o C T Corporation System, 1751 West Broward Boulevard, Plantation, Florida 33324.

FOURTH: The name of its present registered agent is C T CORPORATION SYSTEM.

FIFTH: The name of its successor registered agent is No change

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated January 4th, 1983.

RP Industries, Inc.  
(exact corporate name)

SIGNATURE BY: Richard W. Morris, V.P.  
(President or Vice President)

DATE January 4, 1983

C T CORPORATION SYSTEM  
SIGNATURE BY: Donald H. Hrell  
(Registered Agent)

DATE January 12, 1983

DW  
1.25

PRINTOUT SENT 5-2-84

FILED

LETTER SENT

JUL 16 9 06 AM '84

2005 SENT 5-2-84

REINSTATEMENT  
FILED

REINSTATEMENT

FILED

R. P. International, Inc.

INVOLUNTARILY

DISSOLVED

REINSTATEMENT 100

CUS 5

REGISTERED AGENT

OVERPAYMENT

72 Privilege Tax

73 Annual Report

74 Annual Report

75 Annual Report

76 Annual Report

77 Annual Report

78 Annual Report

79 Annual Report

80 Annual Report

81 Annual Report 20

82 Annual Report 20

83 Annual Report 20

84 Annual Report 20

TOTAL 100.00

REFUND

005 8600 8/07 84

15.00

1

005 8600 8/07 84

5.00

6

NAME AVAILABLE

REINSTATED BY

UPDATER

UPDATER VERIFYER

7-30-84

7-30-84

7-30-84

652716

COPIES: 3



FILED  
JUN 26 9 06 AM '84  
TALLAHASSEE, FLA.

June 26, 1984

REINSTATEMENTS  
Bureau of Corporate Records  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: R P International, Inc.

Gentlemen:

Enclosed is the corporation annual report for 1981-84 for R P International, Inc. Also enclosed is our company check in the amount of \$150.00 to cover our annual report and reinstatement costs. In addition, we have enclosed a company check in the amount of \$5.00 payable to the Secretary of State and request the issuance of a Certificate of Reinstatement.

Please return each of the following items to the following address:

R P International, Inc.  
c/o Baker R. Rector  
1500 Republic Bank Tower  
Dallas, Texas 75201

If you have any questions concerning the enclosed report, please contact us at (214) 385-6464 or Mr. Rector at (214) 748-4541.

Very truly yours,

*Rick Morris*

Rick Morris

Enclosures

cc: Mr. Baker Rector

652716

REINSTATEMENT 15.00

CHS

REGISTERED AGENT

OVERPAYMENT

72 Privilege Tax

73 Annual Report

74 Annual Report

75 Annual Report

76 Annual Report

77 Annual Report

78 Annual Report

79 Annual Report

80 Annual Report

81 Annual Report

82 Annual Report

83 Annual Report

84 Annual Report

85 Annual Report 20.00

TOTAL 35.00

REFUND

LETTER SENT

CHS SENT

REINSTATEMENT  
FILED

12-2-85

INVOLUNTARILY  
DISSOLVED

11-1-85

NAME AVAILABLE

REINSTATED BY

FW-12-30-85

UPDATER

FW-1-2-86

UPDATER VERIFIED

FW 1/8

R P International, Inc.

652716

90 DAY NOTICE OF INTENT TO DISSOLVE

CORPORATION  
ANNUAL REPORT



1. INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA  
2. DATE OF INCORPORATION  
3. TYPE OF CORPORATION

1985

Read Notice and Instructions on Other Side Before Making Entries  
Filing Fee of \$20 Required - (State Checks Payable To: Secretary of State)

|  |  |  |  |
|--|--|--|--|
| 1. Name and Address of Corporation (Print Name)                        |  | 2. Office (Change if Address of Registered Agent)    |  |
| R. P. International, Inc.<br>2025-B Midway Road<br>Dallas, Texas 75240 |  | 1127 Conveyor Lane, Suite 118<br>Dallas, Texas 75247 |  |

|                                |   |                        |
|--------------------------------|---|------------------------|
| 3. Date of Report (Print Date) | 4. Federal Employer Identification Number (EIN) | 5. Date of Last Report |
| 1-14-80                        | 59-177645                                       |                        |

| Name of Officer and Director | Title | Street Address of Each (Print and Do Not Leave Blank) | City and State      |
|------------------------------|-------|---|---------------------|
| James B. Coyle, III          | D/P   | 1127 Conveyor Lane Suite 118                          | Dallas, Texas 75247 |

| Registered Agent Information  |   |
|---|---|
| 1. Name and Address of Registered Agent (Print Name and Address)              | 2. Name and Address of New Registered Agent |
| C. T. Corporation System<br>8751 W. Broward Blvd<br>Plantation, Florida 33324 |   |

I, the undersigned, being a resident of the State of Florida, do hereby certify that the above-named corporation, organized under the laws of the State of Florida, has duly elected and designated for the purpose of changing its registered office or registered agent, or both, in the State of Florida, the person or persons named in the foregoing entries, and that the same person or persons are qualified to act as the registered agent for the corporation in the State of Florida, and that the corporation is duly organized and in good standing under the laws of the State of Florida.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Registered Agent: \_\_\_\_\_

\$3.00 additional fee required for Registered Agent changes.

See a separate instructions under instructions on reverse side of this form.

Witness: I, the undersigned, being a resident of the State of Florida, do hereby certify that the above-named corporation, organized under the laws of the State of Florida, has duly elected and designated for the purpose of changing its registered office or registered agent, or both, in the State of Florida, the person or persons named in the foregoing entries, and that the same person or persons are qualified to act as the registered agent for the corporation in the State of Florida, and that the corporation is duly organized and in good standing under the laws of the State of Florida.

|                                  |                  |
|----------------------------------|------------------|
| Signature of Officer or Director | Date             |
| James B. Coyle, III              | 12/23/85         |
| Title                            | Telephone Number |
| President                        | (214) 637-0821   |

1. (Print Name and Address of Registered Agent)

2. (Print Name and Address of New Registered Agent)

\$3 additional fee required for a Certificate of Status

1-7-86  
TW

DUE DATE ON OR AFTER JANUARY 1 DELINQUENT AFTER JULY 1 OF EACH YEAR

1986

DEPT 15 2  
INTERNATIONAL INC  
1111 CONVENT LANE SUITE 118  
DALLAS TEXAS 75207

01-14-1980

55-1776454

12-30-1985

COYLE III JAMES E

P.O. 1137 CONVENT LANE #118

DALLAS TEXAS

REGISTERED AGENT INFORMATION

C. T. CORPORATION SYSTEM  
8751 W. BROADWAY BLVD  
PLANTATION FLORIDA 33324

FL

NO ADDITIONAL FEE REQUIRED FOR REGISTERED AGENT CHECKS

*James E. Coyle*  
JAMES E. COYLE, III

PRESIDENT

214-637-0821

☐

652716

VIAL HAMILTON, KOCH & KNOX  
ATTORNEYS AND COUNSELORS

1500 REPUBLIC BANK TOWER  
DALLAS, TEXAS 75201-3800  
TELEPHONE: 214-622-0800

WILSON CHU

March 16, 1987

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

02/19/87 00089 012  
DISSOLUTIONS/WITHDRAWALS  
DISS/WITHDRAWAL 15.00  
===== 15.00  
TOTAL 15.00

Gentlemen:

Enclosed for filing please find an original and one copy of the Articles of Dissolution for RP International, Inc., a Florida corporation, together with a check in the amount of \$15.00 to cover your filing fee. Please return an acknowledgment copy of these Articles to me in the enclosed envelope.

Thank you for your assistance.

Yours very truly,

*Wilson Chu*  
WILSON CHU

WC/11

ENCLOSURES

|                   |                |
|-------------------|----------------|
| Name              | 3 2337         |
| Availability      |                |
| Document          |                |
| Examiner          | <i>TC</i>      |
| Examination       | <i>1/15-81</i> |
| Disposer          |                |
| Verifier          | <i>TC</i>      |
| Acknowledgment    | <i>TC</i>      |
| W. P. V. Verifier | <i>TC</i>      |

VIAL, HAMILTON, KOCH & KNOX  
ATTORNEYS AND COUNSELORS

1500 REPUBLIC BANK TOWER  
DALLAS, TEXAS 75201-8800  
TELEPHONE 214-622-6000

WILSON CHU

April 4, 1987

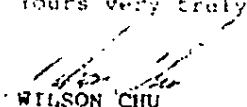
Ms. Felma Lewis  
Secretary of State of Florida  
P.O. Box 6127  
Tallahassee, Florida 32314

Dear Ms. Lewis:

In connection with the dissolution of R.P. International, Inc., a Florida corporation, enclosed please find two (2) copies of the Consent of Sole Shareholder of the company.

Thank you for your assistance

Yours very truly,

  
WILSON CHU

WC/11

ENCLOSURES

ARTICLES OF DISSOLUTION OF  
RP INTERNATIONAL, INC.

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation hereby adopts the following Articles of Dissolution for the purpose of dissolving:

1. The name of the corporation is RP INTERNATIONAL, INC.
2. The name and address of its officer is:

| <u>Name</u>         | <u>Office</u>       | <u>Address</u>                             |
|---------------------|---------------------|--|
| James E. Coyle, III | President/Secretary | 9106 Chancellor Row<br>Dallas, Texas 75247 |

3. The name and address of its sole Director is:

| <u>Name</u>         | <u>Office</u>       | <u>Address</u>                             |
|---------------------|---------------------|--|
| James E. Coyle, III | President/Secretary | 9106 Chancellor Row<br>Dallas, Texas 75247 |

4. A written consent to dissolve, a copy of which is attached, has been signed by the sole Shareholder of the Corporation.

5. All debts, obligations, and liabilities of the Corporation have been paid, discharged, or adequate provision has been made therefor.

6. No property remained for distribution to shareholders after applying it to the payment of liabilities and obligations of the Corporation.

7. There are no suits pending against the Corporation in any court.

DATED this 13<sup>th</sup> day of March, 1987.

RP INTERNATIONAL, INC., a Florida corporation

By: [Signature]  
James E. Coyle, III,  
President

By: [Signature]  
James E. Coyle, III,  
Secretary

STATE OF TEXAS       )  
                              )  
COUNTY OF DALLAS    )

BEFORE ME, the undersigned authority, on this the 13<sup>th</sup> day of March 1987 personally appeared James E. Coyle, III, who, being by me first duly sworn, declared that he is the President and Secretary of the above Corporation, that he signed the foregoing document as such officer of said Corporation, and that the statements therein are true and correct.

[Signature]  
Notary Public, in and for  
the State of Texas

Dorothy Phillips  
(Printed Name of Notary)

My Commission Expires:  
Nov 10 - 1988



CONSENT OF  
SOLE SHAREHOLDER OF RP INTERNATIONAL, INC.,  
IN LIEU OF SPECIAL MEETING  
MARCH 13<sup>th</sup>, 1987

\*\*\*\*\*  
THE UNDERSIGNED, being the sole Shareholder of RP INTERNATIONAL, INC., a Florida corporation (the "Corporation"), acting pursuant to authority granted by Section 607.257 of the Florida General Corporation Act and in lieu of a special meeting does hereby consent, adopt, and approve the following resolutions:

RESOLVED, that, pursuant to the requirements of Article X of that certain First Amended Consolidated Plan of Reorganization (the "Plan") approved in administratively consolidated Case No. J85-31873-M-11, the sole Shareholder hereby consents and approves of the voluntary liquidation and dissolution of the Corporation.

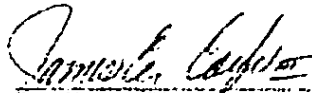
FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to file Articles of Dissolution pursuant to the Florida General Corporation Act with the Department of State of the State of Florida; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the Corporation in accordance with the Plan.

IN WITNESS WHEREOF, this Consent is executed effective as of  
the date first written above.

ROYAL PARK, INC., a Texas corporation,  
sole shareholder

By:



JAMES E. COYLE, III, President