

P96000039610

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

RECEIVED 181 STOPS
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N.M.T.

<input checked="" type="checkbox"/> Profit - <i>Accts</i>	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Co.	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fic. Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> CUS	<input type="checkbox"/> Call When Ready
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
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DIVISION OF CORPORATION

5/8/76

CR2E031 (1-89)

5/8/76

ARTICLES OF INCORPORATION
OF
N3M, INC.

FILED
96 MAY -8 PM 2:35
TALLAHASSEE STATE
FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS:

N3M, Inc.

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:

12651 Briar Forest, Suite 190
Houston, Texas 77077

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is One Million (1,000,000) shares of the par value of 01/100 Dollar (\$0.01) per share. The shares are designated as Common Stock and have identical rights and privileges in every respect.

FOURTH:

(a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

N/A

FIFTH:

(a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

N/A

(c) STATEMENT OF AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: No shareholder of the Corporation or any other person shall have any preemptive right whatsoever to acquire additional, unissued, or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares or any other securities of the Corporation.

SEVENTH: No shareholder shall have the right to cumulate his votes for the election of directors, but each share shall be entitled to one vote in the election of each director and for all other purposes. A majority is sufficient for any action which requires the vote or concurrence of shareholders. Any action required to be taken or which may be taken at a meeting of the shareholders may be taken without a meeting, without prior notice and without a vote if a written consent setting forth the action so taken has been signed by those shareholders holding majority of the votes entitled to vote on such action.

EIGHTH: The post office address of its initial registered office is 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

NINTH: The number of directors constituting the initial Board of Directors is six (6), and the names and addresses of the persons to serve as the directors of the corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Johnnie Merchant	2946 Rainmont Katy, Texas 77449
Bruce Nickel	19222 Oak View Terrace Houston, Texas 77094
Michael Schnakenberg	3046 La Quinta Missouri City, Texas 77459
Michael Munchak	1714 Randons Point Sugar Land, Texas 77478
Bruce Matthews	3906 East Creek Club Missouri City, Texas 77459

David Franke

814 Wycliffe Drive
Houston, Texas 77079

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

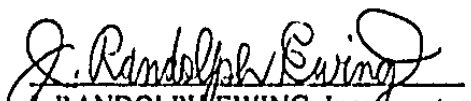
NAME

ADDRESS

J. Randolph Ewing


Nine Greenway Plaza, Suite 3100
Houston, Texas 77046

**THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF
INCORPORATION THIS 25th DAY OF APRIL, 1996.**


J. RANDOLPH EWING, Incorporator

**ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3)
F.S.: CT Corporation System IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS
PROVIDED FOR IN SECTION 607.0505.**

CT CORPORATION SYSTEM

By: 

E. Wayne Patterson
(Type Name of Officer)

Assistant Vice President
(Title of Officer)

DATED the 25 day of April, 1996.

FILED
96 MAY -8 PM 2:35
SECRET
STATE
TALLAHASSEE, FLORIDA