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FILED
In the Office of the
Secretary of State of Texas

JUN 15 2001

Corporations Section

ARTICLES OF INCORPORATION
OF
RGI MATERIALS, INC

I, the undersigned natural person of the age of twenty-one (21) years or more, a citizen of the State of Texas acting as incorporator of a corporation under the Texas Business Corporation Act do hereby adopt the following Articles of Incorporation for such corporation

ARTICLE ONE

The name of the Corporation is RGI Materials Inc

ARTICLE TWO

The period of duration of the Corporation is perpetual

ARTICLE THREE

The purposes for which the Corporation is organized is to engage in any or all lawful acts activities or businesses which a corporation may engage in under the Texas Business Corporation Act and the Texas Miscellaneous Corporation Laws Act

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is 100 000 shares of stock with no par value The shares are designated as common stock and have identical rights and privileges in every respect

ARTICLE EIGHT

The name and address of the incorporator is

<u>Name</u>	<u>Address</u>
Richard L Rose	Suite 800 1001 Fannin Houston Texas 77002

ARTICLE NINE

Without necessity for action by its shareholders the Corporation may 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

ARTICLE TEN

Cumulative voting for directors is prohibited and the directors of the Corporation shall be elected by plurality vote

ARTICLE ELEVEN

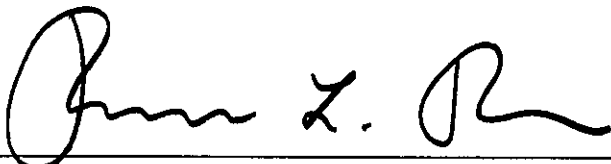
The Corporation shall indemnify any person who is or was a director of the Corporation and any person who is or was serving at its request as a director officer partner venturer proprietor trustee employee agent or similar functionary of another foreign or domestic corporation partnership joint venture sole proprietorship trust employee benefit plan, or other enterprise against judgments penalties (including excise and similar taxes) fines settlements and reasonable expenses actually incurred by such person in connection with any action suit or proceeding whether civil or criminal in nature in which he is made a party by reason of being or having been a director or serving at the

Corporation's request to the fullest extent permitted by Article 2.02-1 of the Texas Business Corporation Act

ARTICLE TWELVE

No shareholder of this Corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe for any shares of any class of the Corporation now or hereafter to be authorized or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholder other than such rights, if any, as the Board of Directors in its discretion may grant to the shareholders to purchase such additional securities, and the Board of Directors may issue additional or treasury shares of any class of this Corporation or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class without offering the same in whole or in part to the existing shareholders of any class.

IN WITNESS WHEREOF I have hereunto set my hand this 14th day of June 2001


Richard L. Rose