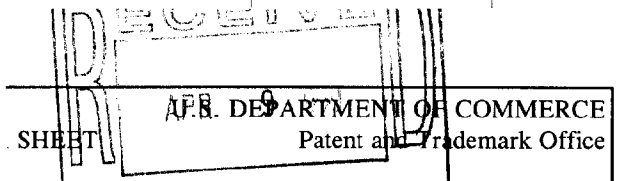


04-19-1999



62.5.7  
mrm

To the Honorable Commissioner of

101014541

the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

CSE OF TEXAS, INC.

2. Name and Address of Party(ies) receiving an interest:

CSE CHILD SUPPORT ENFORCEMENT, CO.  
P. O. Box 49459  
Austin, TX 78765

- Individual(s)
- General Partnership
- Corporation - Texas
- Other
- Association
- Limited Partnership

- Individual
- General Partnership
- Corporation - Texas
- Other
- Citizenship
- Association
- Limited Partnership

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other
- Change of Name
- Merger

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Effective Date: August 1, 1997

4. Application number(s) or registration number(s). Additional sheet attached?

Yes  No

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,038,750

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Thomas R. Felger, Esq.  
Baker & Botts, L.L.P.  
Street Address: 2001 Ross Avenue  
City: Dallas  
State: Texas Zip: 75201

6. Number of applications and registrations involved: One (1)

7. Amount of fee enclosed or authorized to be charged: \$40.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Thomas R. Felger  
Name of Person Signing

*Thomas R. Felger*  
Signature

April 7, 1999  
Date

Total number of pages including cover sheet = 12

OMB No. 0651-0011 (exp.4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

TRADEMARK  
REEL: 1884 FRAME: 0408

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CSE OF TEXAS, INC.**

**FILED**  
in the Office of the  
Secretary of State of Texas  
**AUG 01 1997**  
Corporations Section

CSE of Texas, Inc., a corporation organized and existing under the laws of the State of Texas (the "Corporation"), pursuant to Article 4.07 of the Texas Business Corporation Act (the "TBCA"), does hereby certify the following:

1. Each amendment made by these Amended and Restated Articles of Incorporation to the Corporation's Articles of Incorporation has been effected in conformity with the provisions of the TBCA.
2. These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's shareholders pursuant to a Unanimous Written Consent dated July 31, 1997. At the time of such adoption, the Corporation's total authorized capitalization consisted of 100,000 shares of common stock, without par value per share (the "Common Stock"), of which 6,000 shares were validly issued and outstanding, and one thousand shares of no par value Series 1 Preferred Stock, and 3,000 shares of no par value Series 2 Preferred Stock, all of which shares of preferred stock were issued and outstanding. The holders of all outstanding shares of Common Stock and preferred stock voted on and approved the adoption of these Amended and Restated Articles of Incorporation.
3. The Articles of Incorporation of the Corporation are hereby amended by these Amended and Restated Articles of Incorporation by amending each provision in its entirety to read as set forth herein.
4. These Amended and Restated Articles of Incorporation of this Corporation accurately copy the Corporation's Articles of Incorporation and all amendments thereto that are in effect to date and as further amended hereby and do not contain any other change in any provision thereof.
5. The Amended and Restated Articles of Incorporation are as follows:

**ARTICLE I  
NAME**

The name of the corporation is *CSE Child Support Enforcement, Co.* (the "Corporation").

**ARTICLE II  
DURATION**

The Corporation's period of duration is perpetual.

**ARTICLE III  
PURPOSES**

The purposes for which the Corporation is organized are to transact any and all lawful business for which corporations may be incorporated under, and exercise the powers granted by, the Texas Business Corporation Act, as the same exists or may hereafter be amended from time to time (the "TBCA"), within or without the State of Texas, and to do such things as may be incident to, and necessary or appropriate to effect, any and all of the purposes for which the Corporation is organized.

**ARTICLE IV  
CAPITAL STOCK**

a. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 10,000,000 shares of capital stock, consisting of 7,000,000 shares of common stock, par value \$.01 per share ("Common Stock"), and 3,000,000 shares of preferred stock, par value \$.01 per share ("Preferred Stock").

b. Except as otherwise provided in this Amended and Restated Articles of Incorporation or by law or by the resolution(s) of the Board of Directors providing for the issue of any series of the Preferred Stock, each holder of Common Stock shall be entitled to one vote for each share held. Subject to all of the rights of the Preferred Stock or any series thereof, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock of each series shall have been paid in full the amounts to which they respectively shall be entitled, or a sum sufficient for such payments in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

c. Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby vested with the authority to fix by resolution the powers, designations, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, including, without limitation, the dividend rate, conversion rights, voting rights, redemption price and liquidation preference, and the qualifications, limitations or restrictions on such preferences

and/or rights and to fix the number of shares constituting any such series. Unless otherwise provided by the resolutions(s) adopted by the Board of Directors providing for the issue of any series of Preferred Stock, the number of shares comprising such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by duly adopted resolution(s) of the Board of Directors.

**ARTICLE V  
PREFERENCES, PRIVILEGES, RESTRICTIONS AND RIGHTS OF  
SERIES 1 AND SERIES 2 PREFERRED STOCK**

The preferences, privileges, restrictions and rights granted to or imposed on the Series 1 Preferred Stock and Series 2 Preferred Stock are as follows:

a. Dividends.

i. The holders of the outstanding shares of Series 1 and Series 2 Preferred Stock shall be entitled to receive in any calendar year, when and as declared by the Board of Directors, out of the undivided net profits of the Corporation at the time legally available therefor, cumulative preferential distributions in cash at the rate of One Dollar (\$1.00) per share of Common Stock into which such Preferred Stock is convertible for each twelve (12)-month period any particular share of Series 1 or Series 2 Preferred Stock is issued and outstanding before any distributions may be declared and paid upon Common Stock of the Corporation in any such calendar year. After all dividends so declared have been fully paid, or provided for, holders of the Series 1 and Series 2 Preferred Stock shall then be entitled to participate equally (share for share) with holders of the Common Stock in any further dividends, when and as declared by the Board of Directors, during any such calendar year.

ii. For purposes of this Paragraph (a), unless the context otherwise requires, "distribution" shall mean the transfer of cash or property without consideration, whether by way of dividend or otherwise, payable other than in Common Stock, or the purchase or redemption of shares of this Corporation for cash or property.

b. Preferences on Liquidation.

i. In the event of a voluntary or involuntary dissolution, liquidation, or winding up of the Corporation, the holders of shares of Series 1 or 2 Preferred Stock then outstanding shall be entitled to be paid (out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus or earnings, before any payment shall be made in respect to the Corporation's Common Stock) an aggregate amount equal to \$100,000.00 for all shares of Series 1 or 2 Preferred Stock issued and outstanding on the date of such event of dissolution, liquidation or winding up, plus all declared and unpaid dividends thereon to the date fixed for such distribution.

After setting apart or paying in full the preferential amounts due the holders of the Series 1 and 2 Preferred Stock and any shares of Preferred Stock outstanding which are *pari passu* or junior to the Series 1 and 2 Preferred Stock, the remaining assets of the Corporation available for distribution to shareholders, if any, shall be distributed exclusively to the holders of Common Stock, each such issued and outstanding share of Common Stock entitling the holder thereof to receive an equal proportion of such remaining assets. If upon liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation, available for distribution to its shareholders shall be insufficient to pay the holders of the Series 1 and 2 Preferred Stock the full amounts to which they respectively shall be entitled, the holders of the Series 1 and 2 Preferred Stock shall share ratably in any distribution of assets according to the respective amounts which would be payable with respect to the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

ii. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the Corporation shall, within 10 days after the date the Board of Directors approves such action, or within 20 days prior to any shareholders' meeting called to approve such action, or within 20 days after the commencement of any involuntary proceeding, whichever is earlier, give each holder of shares of the Series 1 and 2 Preferred Stock initial written notice of the proposed action. Such initial written notice shall describe the material terms and conditions of such proposed action, including a description of the stock, cash, and property to be received by the holders of shares of Preferred Stock and Common Stock upon consummation of the proposed action and the date of delivery thereof. If any material change in the facts set forth in the initial notice shall occur, the Corporation shall promptly give written notice to each holder of shares of the Series 1 and 2 Preferred Stock of such material change.

iii. The Corporation shall not consummate any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation before the expiration of 30 days after the mailing of the initial notice or 10 days after the mailing of any subsequent written notice, whichever is later; provided, that any such 30-day or 10-day period may be shortened upon the written consent of the holders of all of the outstanding shares of the Series 1 and 2 Preferred Stock.

iv. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation which will involve the distribution of assets other than cash, the Corporation shall promptly engage competent independent appraisers to determine the value of the assets to be distributed to the holders of shares of Preferred Stock and the holders of shares of Common Stock (it being understood that with respect to the valuation of securities, the Corporation shall engage an appraiser approved by the holders of a majority of shares of the outstanding Preferred Stock and Common Stock). The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of the shares of the Series 1 and 2 Preferred Stock of the appraiser's valuation.

c. Voting Rights.

i. Except as provided in Paragraph (f) below, each share of Series 1 and 2 Preferred Stock shall be entitled to one vote per share for each share of Common Stock into which such Preferred Stock is convertible under Paragraph (d) below. The holders of the Series 1 and 2 Preferred Stock shall be entitled to vote at any annual or special meeting of shareholders of the Corporation, or may act by written consent in the same manner as the Corporation's Common Stock as if such shares of Preferred Stock were converted into shares of Common Stock.

d. Conversion Rights.

i. Each share of Series 1 and 2 Preferred Stock shall be convertible, at the option of all holders thereof, at any time. No shares of Series 1 or 2 Preferred Stock shall be converted unless all shares of such Preferred Stock are to be converted as provided hereunder into fully paid and nonassessable shares of Common Stock of the Corporation. Each share of Series 1 and 2 Preferred Stock shall be converted into one (1) fully paid and nonassessable share of Common Stock of the Corporation upon conversion ("Conversion Ratio").

ii. Provided that all holders of the Series 1 and 2 Preferred Stock simultaneously exercise their right to convert provided for hereinabove, such holders shall exercise their conversion as to all such shares by delivering to the Corporation during regular business hours, at the office of the transfer agent, if any, of the Corporation for the Series 1 and 2 Preferred Stock, or at the principal office of the Corporation, the certificate or certificates for the shares of Series 1 and 2 Preferred Stock to be converted, duly endorsed for transfer to the Corporation and accompanied by written notices stating that the holder thereof elects to convert its shares. For purposes of this Subparagraph (d)(ii), conversion shall be deemed to have been effected on the date when such delivery is made. As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of the holder, at such office or other place designated by the Corporation, a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled. Any holder of Series 1 or 2 Preferred Stock exercising its right to convert under this Subparagraph (d)(ii) shall lose any right to receive any cumulative, unpaid dividends that have accrued on this holder's shares of Series 1 or 2 Preferred Stock, as the case may be. The holder shall be deemed to have become a shareholder of record for Common Stock on the date delivery is made unless the transfer books of the Corporation are closed on such date. In such event, such holder shall be deemed to have become a shareholder of record for Common Stock on the next succeeding date on which the transfer books are open. From and after Conversion Date, the holder of shares of Series 1 or 2 Preferred Stock shall have no greater rights than those of holders of shares of Common Stock in the Corporation; and such holder's stock certificate shall only entitle such holder to the number of shares of Common Stock in the Corporation that such holder was entitled to on the Conversion Date.

iii. The Corporation shall at all times, reserve and keep available, out of its authorized, but unissued Common Stock, solely for the purpose of effecting the conversion of the Series 1 and 2 Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all outstanding shares of Series 1 and 2 Preferred stock from time to time outstanding. The

Corporation shall from time to time (subject to obtaining necessary director and shareholder approval), in accordance with the laws of the State of Texas, increase the authorized amount of its Common Stock if at any time the authorized number of shares of its Common Stock remaining unissued shall not be sufficient to permit the conversion of all of the shares of Series 1 and 2 Preferred Stock at the time outstanding.

iv. If any shares of Common Stock to be reserved for the purpose of conversion of shares of Series 1 and 2 Preferred Stock require registration or listing with, or approval of, any governmental authority, stock exchange, or other regulatory body under any federal or state law or regulation or otherwise, before such shares may be validly issued or delivered to the holder hereof upon conversion, the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration, listing or approval, as the case may be, all at the expense of (i) the holders of shares of the Series 1 and 2 Preferred Stock if such conversion has arisen at the option of such holders or (ii) the Corporation if such conversion has arisen at the option of the Corporation.

v. All shares of Common Stock which may be issued upon conversion of the shares of Series 1 and 2 Preferred Stock will upon issuance by the Corporation be validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof.

e. Antidilution Provision.

(i) The Conversion Ratio from time to time in effect shall be subject to adjustment. If the Corporation at any time subdivides the outstanding shares of Common Stock or issues a stock dividend on its outstanding Common Stock, the Conversion Ratio in effect immediately prior to such subdivision or stock dividend issuance shall be proportionately increased. If the Corporation at any time combines the outstanding shares of Common Stock, the Conversion Ratio in effect immediately prior to such combination shall be proportionately decreased. Any such computations adjusting the Conversion Ratio shall be effective at the close of business on the effective date of such subdivision, dividend or combination.

(ii) Upon the occurrence of any adjustment or readjustment of the Conversion Ratio in accordance with this Paragraph (e), the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof, cause independent certified public accountants selected by the Corporation to verify such computation and prepare and furnish to each holder of Series 1 or 2 Preferred Stock affected thereby a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time from any holder or holders of twenty percent (20%) of the outstanding shares of the Series 1 and 2 Preferred Stock, combined, cause to be furnished to such holder or holders a like certificate setting forth (a) such adjustment or readjustment, (b) the Conversion Ratio in effect on the date thereof, and (c) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder or holders' shares of Series 1 and/or 2 Preferred Stock.

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f. Changes Affecting Series 1 and 2 Preferred Stock. So long as any shares of Series 1 or Series 2 Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval by vote of at least fifty-one percent (51%) of the holders of the outstanding shares of Series 1 and 2 Preferred Stock, combined, in the manner provided by the laws of the State of Texas, (a) alter, amend, or change any of the powers, preferences, privileges, or rights of the Series 1 and 2 Preferred Stock or (b) create any new class or series of shares having preferences prior to or being on a parity with Series 1 and 2 Preferred Stock as to dividends or assets.

**ARTICLE VI  
MINIMUM CAPITAL**

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

**ARTICLE VII  
NOT CLOSE CORPORATION**

This Corporation is not intended to qualify or function as a close corporation, as that term is defined by the TBCA.

**ARTICLE VIII  
NO PREEMPTIVE RIGHTS**

No shareholder shall have a preemptive right or otherwise be entitled, as a matter of right, to subscribe for, purchase or otherwise acquire additional, unissued or treasury shares of any type or class of the Corporation, or any bonds, debentures or other securities convertible into or carrying a right to subscribe to or acquire shares, but any shares or other securities may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it deems advisable.

**ARTICLE IX  
SHAREHOLDER ACTION**

A. At each election of 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. No shareholder shall have the right to cumulate his votes in any election of directors. Directors shall be elected by a plurality of the votes cast by the holders of shares entitled to vote in the election of directors at a meeting of shareholders at which a quorum is present.

B. Special meetings of the shareholders of the Corporation may be called (a) by the chairman of the Board of Directors or the president of the Corporation, the Board of Directors, or



such other person or persons as may be authorized in the Corporation's bylaws, or (b) by the holders of at least fifty percent (50%) of all the shares entitled to vote at the proposed special meeting.

C. Subject to subsections (2) through (5) of Section A of Article 9.10 of the TBCA, any action required by the TBCA to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent(s) in writing, setting forth the action so taken, shall be signed by the holder(s) of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holder(s) of all shares entitled to vote on the action were present and voted. Prompt notice of the taking of any action by shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the taking of such action.

**ARTICLE X  
BYLAW AMENDMENTS**

The Board of Directors is expressly authorized to adopt, alter, amend or repeal the bylaws of the Corporation or to adopt new bylaws.

**ARTICLE XI  
LIMITED DIRECTOR LIABILITY**

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission (or an alleged act or omission) in a director's capacity as a director, except that this Article XI does not eliminate or limit the liability of a director to the extent the director is found liable for:

- (a) a breach of a director's duty of loyalty to the Corporation or its shareholders;
- (b) an act or omission not in good faith which constitutes a breach of duty of the director to the Corporation, or an act or omission which involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (d) an act or omission for which the liability of a director is expressly provided for by an applicable statute; or
- (e) an act related to an unlawful (1) stock repurchase or redemption, (2) distribution or (3) share dividend.

If the Texas Miscellaneous Corporation Laws Act or any other applicable law is amended or adopted to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such law(s), as so amended or adopted. No amendment to or repeal of this Article XI shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of the director occurring prior to such amendment or repeal.

**ARTICLE XII  
INDEMNIFICATION**

Each person who at any time is or was a director or officer of the Corporation, and who was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (a "Proceeding," which shall include any appeal in such a Proceeding, and any inquiry or investigation that could lead to such a Proceeding), by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation 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 shall be indemnified by the Corporation to the fullest extent authorized by the TBCA, or any other applicable law as may from time to time be in effect (but, in the case of any such amendment or enactment, only to the extent that such amendment or law permits the Corporation to provide broader indemnification rights than such law prior to such amendment or enactment permitted the Corporation to provide), against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and attorneys' fees) actually incurred by such person in connection with such Proceeding. The Corporation's obligations under this Article XII include, but are not limited to, the convening of any meeting, and the consideration of any matter thereby, required by statute in order to determine the eligibility of any person for indemnification. Expenses incurred in defending a Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding to the fullest extent permitted, and only in compliance with, the TBCA or any other applicable laws as may from time to time be in effect. The Corporation's obligation to indemnify or to prepay expenses under this Article XII shall arise, and all rights granted hereunder shall vest, at the time of the occurrence of the transaction or event to which such proceeding relates, or at the time that the action or conduct to which such proceeding relates was first taken or engaged in (or omitted to be taken or engaged in), regardless of when such proceeding is first threatened, commenced or completed. Notwithstanding any other provision of these Articles of Incorporation or the bylaws of the Corporation, no action taken by the Corporation, either by amendment of these Articles of Incorporation or the bylaws of the Corporation or otherwise, shall diminish or adversely affect any rights to indemnification or prepayment of expenses granted under this Article XII which shall have become vested as aforesaid prior to the date that such amendment or other corporate action is taken. The rights to indemnification and prepayment of expenses which are conferred to the Corporation's directors and

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officers by this Article XII may be conferred upon any employee or agent of the Corporation if, and to the extent, authorized by the Board of Directors.

**ARTICLE XIII  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office in the State of Texas is 2550 S. IH-35, Suite 100, Austin, Texas 78701. The name of its registered agent at such address is Anne Milligan.

**ARTICLE XIV  
BOARD OF DIRECTORS**

Except as otherwise provided by law, the business and affairs of the Corporation shall be managed by, or under the direction of, its Board of Directors. The number of directors constituting the Corporation's current Board of Directors is two. The number of directors constituting each subsequent Board of Directors shall be fixed by, or determined in the manner provided in, the Corporation's bylaws, except that no decrease shall have the effect of shortening the term of any incumbent director. The directors need not be residents of the State of Texas or shareholders of the Corporation. The names and addresses of the persons who are currently serving as directors until the next annual meeting of shareholders or until their successors shall have been elected and qualified are:

Name	Address
Richard C. Hoffman	2550 S. IH-35, Suite 100 Austin, Texas 78701
Robert Romanow	2550 S. IH-35, Suite 100 Austin, Texas 78701

**ARTICLE XV**

Each such amendment made by the Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the TBCA and such Amended and Restated Articles of Incorporation were duly adopted by the shareholders of the Corporation on the 30th day of July, 1997.

**ARTICLE XVI**

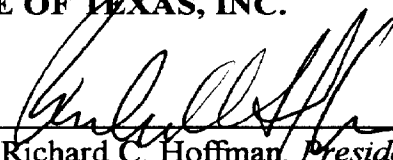
The number of shares outstanding at the time of such adoption was 10,000, of which 6,000 were shares of Common Stock, 1,000 were shares of Series 1 Preferred Stock and 3,000 were shares of Series 2 Preferred Stock; and the number of shares entitled to vote thereon was 10,000. The holders of all the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

**ARTICLE XVII**

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the attached Amended and Restated Articles of Incorporation which accurately copy the entire text thereof and as amended above as set forth.

Dated: Feb 30, 1997.

**CSE OF TEXAS, INC.**

By:   
Richard C. Hoffman, *President*