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Enclosed

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Deposit Account

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Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

James E. Shlesinger



July 12, 2000

Name of Person Signing

Signature

Date Signed

DÁVILA'S TRANSLATIONS

ENGLISH ↔ SPANISH

.....

UNITED MEXICAN STATES)
STATE OF NUEVO LEON) SS
CITY OF MONTERREY)

I, the undersigned, HERBERT DÁVILA BUENTELLO, certified translator appointed by the GOVERNMENT OF THE STATE, THE HONORABLE HIGH COURT OF JUSTICE AND THE JUDICIAL POWER OF THE STATE OF NUEVO LEON, under official letter No. 661, issued in Monterrey, Nuevo León, on March 14, 1995, hereby CERTIFY under oath that the attached translation(s) from Spanish into English:

**PROTOCLIZATION OF THE MINUTES OF
A SPECIAL GENERAL ASSEMBLY OF STOCKHOLDERS OF
VITROCIRSA, SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE,
DATED SEPTEMBER 29, 1999**

which appear(s) with my official seal and signature is (are) true and correct to the best of my knowledge, with nothing added and nothing deleted, and pertain(s) to the attached document(s) sealed and signed by me.


HERBERT DÁVILA BUENTELLO

CERTIFIED TRANSLATOR

DATE: MARCH 29, 2000



LIC. OSCAR ELIZONDO GARZA
NOTARY PÚBLICO No. 25
RUPERTO MARTÍNEZ 1033 PTE. C.P. 64000 MONTERREY, N. L.

1

NOTARY'S OFFICE No. 25
CHIEF OFFICER
OSCAR ELIZONDO GARZA
MONTERREY, N.L. MEXICO

----- VOLUME XXXIII.----- BOOK 3 ----- PAGE 193.

PUBLIC CHARTER NUMBER: 10,423 (TEN THOUSAND FOUR HUNDRED-----
-----TWENTY-THREE-----

IN THE CITY OF MONTERREY, CAPITAL OF THE STATE OF NUEVO LEÓN, on the 28th day of the month of September of 1999, the year one thousand nine hundred ninety-nine. I, Attorney OSCAR ELIZONDO GARZA, Notary Public, Chief Officer of Notary Public number 25, twenty-five, exercising office in this City, CERTIFY: that Messrs. Attorneys-at-Law F. ALEJANDRO SANTOS ARCE and RAUL ARMANDO TERÁN RAMÍREZ, in representation as Special Delegates of the Special General Assembly of the Stockholders of the Company named "VITROCRISA," SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE, came together and they stated that they appear before the undersigned Notary to PROTOCOLIZE the Minutes which were taken of the meeting held at 10:30 (ten thirty a.m.) on September 27, 1999, the year one thousand nine hundred- ninety nine, in keeping with the following Antecedents and Clauses:-----

A N T E C E D E N T S:

SINGLE STATEMENT:-Messrs. Attorneys at Law F. ALEJANDRO SANTOS ARCE and RAUL ARMANDO TERÁN RAMÍREZ, in representation as Special Delegates of the Special General Assembly of the Stockholders of the Company named "VITROCRISA," SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE, state that on September 27, 1999, the year one thousand nine hundred ninety nine, the Stockholders of the Company they represent held a Special General Meeting and for this purpose they show me the Minutes which were taken at the meeting, attaching a certified copy of the same for the Appendix of my Protocol which I, the Notary, testify to have seen, and which reads to the letter as follows:-----

"SPECIAL GENERAL MEETING OF THE STOCKHOLDERS OF THE COMPANY
NAMED VITROCRISA, SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE HELD
SEPTEMBER 27, 1999.

In the city of Monterrey, Nuevo León, the business address of Vitrocrisa S.A. de C.V., at eleven-thirty a.m., September 27, 1999, the year one thousand nine hundred ninety-nine. -----

OFFICE No. 25
OFFICER
ALONDO GARZA
N.L. MEXICO

AGENDA

- I. PROPOSAL, DISCUSSION AND APPROVAL, AS THE CASE MAY BE, WITH RESPECT TO THE PROJECT PRESENTED BY THE STOCKHOLDERS OF VTIROCRISA, S.A. DE C.V., TO CARRY OUT THE TRANSFORMATION OF THE COMPANY INTO A COMPANY OF LIMITED RESPONSIBILITY OF VARIABLE CAPITAL.-----
- II.- PROPOSAL, DISCUSSION AND APPROVAL, AS THE CASE MAY BE, WITH RESPECT TO THE PROJECT TO FULLY REFORM THE BYLAWS OF THE COMPANY BECAUSE OF ITS TRANSFORMATION INTO A COMPANY OF LIMITED RESPONSIBILITY OF VARIABLE CAPITAL. -----
- III. PROPOSAL, DISCUSSION AND APPROVAL, AS THE CASE MAY BE, OF THE REGISTRATION OF THE AGREEMENT IN THE PUBLIC REGISTRY OF COMMERCE TO TRANSFORM THE COMPANY AND ITS JOINT PUBLICATION OF THE COMPANY'S BALANCE STATEMENT IN THE OFFICIAL NEWSPAPER WHICH CORRESPONDS TO ITS BUSINESS ADDRESS. -----
- IV. PROPOSAL, DISCUSSION AND APPROVAL, AS THE CASE MAY BE, OF THE CANCELLATION OF THE STOCKS AND THE ISSUANCE OF THE SHARES AS A RESULT OF THE TRANSFORMATION OF THE COMPANY.-----
- V. PROPOSAL, DISCUSSION AND APPROVAL, AS THE CASE MAY BE, OF THE RATIFICATION OF THE AGREEMENTS ENTERED INTO BETWEEN THE COMPANY AND ITS STOCKHOLDERS BEFORE IT WAS TRANSFORMED. -----
- VI.- PROPOSAL, DISCUSSION AND APPROVAL, AS THE CASE MAY BE , OF THE RATIFICATION OF ALL OF THE LEGAL POWERS OF ATTORNEY GRANTED TO ANY OFFICER, POWER OF ATTORNEY OR LEGAL REPRESENTATIVE OF THE COMPANY BEFORE IT WAS TRANSFORMED. -----
- VII. PROPOSAL, DISCUSSION AND APPROVAL, AS THE CASE MAY BE, PERTAINING TO THE GRANTING OF POWERS OF ATTORNEY. -----
- VIII.- DESIGNATION OF A SPECIAL DELEGATE WHO WILL PUBLISH THE AGREEMENTS PERTAINING TO THE COMPANY'S TRANSFORMATION, AS WELL AS ITS LAST BALANCE STATEMENT AND SO THAT HE MAY PROCEED TO

25
GARZA
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will take effect three months after the registration of the public charter through which the present Minutes are protocolized in the Public Registry of Commerce that corresponds to the address of the Company. -----

SECOND.- Because of the transformation of the Company to the structure of a Company of Limited Responsibility of Variable Capital, the Stockholders agree that once the stated transformation takes place, Vitrocrisa, a Company of Limited Responsibility of Variable Capital, must become responsible for each and every one of the rights and obligations which it are in favor of, and can be charged to Vitrocrisa, S.A. de C.V.; likewise it must comply with any obligation and commitments acquired previously and up to the present with respect to third parties outside the company, particularly with respect to the rights and obligations of the Company pertaining to fiscal and social security matters. -----

THIRD.- The Stockholders agreed that the name of the company will be Vitrocrisa, Sociedad de Responsabilidad Limitada de Capital Variable. -----

FOURTH.- The present Stockholders of Vitrocrisa, Sociedad Anónima de Capital Variable will be the Stockholders of Vitrocrisa Holding, Sociedad de Responsabilidad Limitada de Capital Variable. -----

FIFTH.- Likewise, the Stockholders agreed to ratify, in their designation the members of the Board of Directors of Vitrocrisa, S.A. de C.V., with the understanding that because of the transformation of the Company, those persons will form an integral part of the Board of Directors of Vitrocrisa, Sociedad de Responsabilidad Limitada de Capital Variable as per the following manner: -----

THE NAME OF THE OWNER DIRECTORS THAT REPRESENT THE -----

“A” SHARES OF STOCK

NAME OF THE SUBSTITUTE DIRECTORS THAT REPRESENT THE -----

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NOTARY PÚBLICO No. 25
RUPERTO MARTÍNEZ 1033 PTE. C.P. 64000 MONTERREY, N. L.

FACE No. 25
OF
OSCAR ELIZONDO GARZA
NOTARY PUBLIC
MONTERREY, N. L. MEXICO

SINGLE RESOLUTION. It is resolved to make a Total Reform of the Bylaws of the Company, and for such an effect to testify to the transformation of the Company to the ruling of a Company of Limited Liability of Variable Capital, and because of this the Bylaws of the Company will be edited as per the terms of Attachment "A" which is attached to the present Minutes and which forms an integral part of them.-----

III.- PROPOSAL, DISCUSSION AND APPROVAL, AS THE CASE MAY BE, OF THE REGISTRATION IN THE PUBLIC REGISTRY OF COMMERCE IN KEEPING WITH THE TRANSFORMATION AND ITS JOINT PUBLICATION WHICH INCLUDES THE LAST BALANCE STATEMENT OF THE COMPANY IN THE OFFICIAL NEWSPAPER WHICH CORRESPONDS TO ITS BUSINESS ADDRESS.

In order to take care of the third point of the Agenda, the President informed the Stockholders who were present that in order to comply with that which is established in articles 223 and 228 of the General Law of Mercantile Companies, the registration in the Public Registry of Commerce must be made at the business address of the Company pertaining to the agreement that has to do with the transformation of the company Vitrocrista, Sociedad Anónima de Capital Variable, into the structure of a Company of Limited Liability of Variable Capital, having similarly to proceed to its joint publication including the last general balance statement of the company in the official newspaper which corresponds to the stated location. -----

With this point, the Stockholders made, by a unanimous vote, the following:-----

RESOLUTIONS

FIRST.- As a result of the transformation of the Company, the Stockholders that were present at the meeting agreed, as per the terms of that which is prescribed by articles 223 and 228 of the General Law of Mercantile Companies, to carry out the registration of the agreement pertinent to the transformation of the Company

OFFICE No. 25
LIC. OSCAR ELIZONDO GARZA
MONTERREY, N.L. MEXICO

RESOLUTIONS

FIRST. As a result of the transformation of the company, the Stockholders decided that the shares of stock which to date represent the Capital Stock of Vitrocrisa, Sociedad Anónima de Capital Variable, which appear in certificates, must be cancelled so that later an issuance may be made of the corresponding certificates in shares of stock to each one of the Stockholders, in keeping with that which is established by both the General Law of Mercantile Companies as well as by the Bylaws of the Company.-----

SECOND.- As a result of the resolutions made by the Stockholders in the previous number, the Stockholders acknowledge that the Capital Stock of Vitrocrisa, Sociedad de Responsabilidad Limitada de Capital Variable in its minimum fixed part, adds up to \$5,985,000.00 (Five million nine hundred eighty-five pesos 00/100 National Currency) with its variable capital being unlimited. -----

THIRD - Likewise, and in order to comply with that which is prescribed by article 62 of the General Law of Mercantile Companies, as well as by the Sixth and Twelfth Clauses of the Bylaws of the Company, the Stockholders grant their consent for the Capital Stock of Vitrocrisa Sociedad de Responsabilidad de Capital Variable, to be represented by shares of stock that are identified as Class I for the minimum fixed capital and Class II for the variable capital, with the shares of stock being of different series and values amongst themselves. -----

Consequently, the Capital Stock of Vitrocrisa, Sociedad de Responsabilidad Limitada de Capital Variable was comprised in the following manner: -----

STOCKHOLDERS	SHARES OF STOCK
Class I	Class II
Class II	

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VI.-PROPOSAL, DISCUSSION AND APPROVAL, AS THE CASE MAY BE, WITH RESPECT TO THE RATIFICATION OF ALL OF THE POWERS OF ATTORNEY GRANTED TO ANY OFFICER, POWER OF ATTORNEY OR LEGAL REPRESENTATIVE OF THE COMPANY BEFORE ITS TRANSFORMATION.-----

Taking care of the sixth point of the Agenda, the President informed the Stockholders that were present at the meeting of the convenience of ratifying, through the celebration of the present Meeting, the legal powers of attorney and the rights conferred upon its officers, counselors, powers of attorney or legal representatives of the Company, from the date of their designation and up to the date on which the present Meeting was held.--

With this point, the Stockholders, by a unanimous vote made the following : -----

RESOLUTION

SINGLE RESOLUTION.- The Stockholders agreed to carry out in this proceeding the ratification of the legal powers and rights granted to the counselors, executives, powers of attorney and legal representatives of the Company, starting on the date when they were designated to their charges within the Company or ás a result of any power of attorney which was granted in order to act in the name and representation of Vitrocrisa, Sociedad Anónima de Capital Variable and up to the date when this Meeting was held.

VII. PROPOSAL, DISCUSSION AND APPROVAL, AS THE CASE MAY BE, OF THE GRANTING OF POWERS. -----

Taking care of the seventh point of the Agenda, the President informed the Stockholders present that it is necessary, during this proceeding, to name the persons who will be granted powers of attorney so that they may act in the name and representation of the Company. -----

With respect to this point the Stockholders, by a unanimous vote, made the following:--

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13

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with the prescriptions of paragraphs I and IV of Article Twenty-seven (27) of the Constitution, its Organic Law and its Ruling. Similarly the Powers of Attorney will have the right to subscribe collective labor contracts: subscribe internal labor rulings; subscribe agreements which are individual or collective; represent the Company at trials or labor proceedings with the rights and the attributes which articles 692, paragraphs III, 694, 695, 786 and 876 and others pertaining to the Federal Labor Law in force refer to. -

B) A general power of attorney for administrative proceedings, in keeping with that which is prescribed by the second paragraph of article 2554 of the Civil Code for the Federal District, and, as the case may be, its correlatives which are in force in all of the States of the Republic of Mexico. -----

Power of Attorney Appointments: Francisco Higinio González Palomo, designated as a General Administrative Director, granting him the following rights: -----

A) A general power of attorney for lawsuits and collection cases, in keeping with the prescriptions of the first paragraph of article 2554 of the Civil Code for the Federal District, with the inclusion of all of those general and special rights which require a power of attorney or a special clause, in keeping with article 2587 of the same ruling, and its correlatives in articles 2554 and 2587 of the Civil Codes of those which are in force in all of the States of the Republic of Mexico. Therefore, Mr. Francisco Higinio González Palomo will be able to seek all types of trials and resources, including the trial of "amparo", and to waive the same, and to settle controversies in keeping with conventional procedures; to bind others as arbitrators, to prepare interrogatories, to present penal accusations and to aid the General District Attorney; to impugn and receive payments; to ...

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RUPERTO MARTÍNEZ 1033 PTE. C.P. 64000 MONTERREY, N. L.

15

OFFICE No. 25
OSCAR
ELIZONDO GARZA
N.L. MEXICO

to assign assets and enter into any act permitted by Law; to represent the Company before all types of persons and authorities such as: penal, civil, military, administrative and labor, before tribunals and before the Secretariat of Foreign Relations with the object of entering into agreements with the Federal Government in keeping with the prescription of paragraphs I and IV of the Twenty-seventh (27th) Constitutional Article, its Organic Law and its Ruling. Similarly, the Administrative Director will have the right to subscribe collective labor contracts; subscribe interior labor rulings; subscribe individual or collective agreements; represent the Company at trials or labor proceedings with the rights and attributes which are made reference to by articles 692, paragraphs III, 694, 695, 786 and 876 and others pertaining to the Federal Labor Law in force. -----

B) A general power of attorney for administration acts, in keeping with the prescriptions of the second paragraph of article 2554 of the Civil Code for the Federal District, and as the case may be, its correlative ones which are in force in all of the States of the Republic of Mexico.-----

SECOND:- In addition, the Stockholders agreed to appoint Mr. Fernando Flores Faz as the General Director and Mr. Salvador Miñarro Villalobos as the Financial Director, granting them the following legal powers, so that they may exercise them jointly or separately: -----

A) A general power of attorney for lawsuits and collection cases, in keeping with the prescriptions of the first paragraph of article 2554 of the Civil Code for the Federal District, with the inclusion of all of those general and special powers which require a power or a special clause, in keeping with article 2587 of the same ruling, and its correlatives of articles 2554 and 2587 of the Civil Codes of those which are in force in all of the States of the Republic of Mexico. Therefore, Messrs. Salvador Miñarro

LIC. OSCAR ELIZONDO GARZA
NOTARY PÚBLICO No. 25
RUPERTO MARTÍNEZ 1033 PTE. C.P. 64000 MONTERREY, N. L.

17

understanding that this power must be exercised in a joint manner by Messrs. Salvador Miñarro Villalobos and Fernando Flores Faz. Similarly, in order to exercise the rights conferred for ownership proceedings, the powers of attorney will require the authorization of the Board of Directors for: -----

a) Buying and selling land lots and buildings in the Company's; b) Purchasing and selling shares of Stock to third parties, except when these operations are made in the daily course of business with subsidiary enterprises and/or affiliates of the Company "Vitro, S.A. de C.V."; c) Granting guarantees to third parties in representation of the Company when these exceed an accumulated amount of \$1,500,000.00 (One million Five hundred Thousand) dollars in the legal currency of the United States of America, or its equivalent in Mexican pesos; d) The purchase/sale of machinery and equipment when the amount is over \$1,500,000.00 (One Million Five Hundred Thousand) dollars of the legal currency of the United States of America or its equivalent in pesos. -----

In any event, the powers of attorney holders will not have the rights to delegate any of the Powers of Attorney that have been granted them. -----

THIRD. Mr. Carlos Navarro Leal is granted the following powers of attorney: -----

A) A general Power of attorney for lawsuits and collection cases, in keeping with the prescription of the first paragraph of article 2554 of the Civil Code for the Federal District, with the inclusion of all of those general and special rights which require a special power or clause, in keeping with article 2587 of the same ruling, and its correlative rulings of articles 2554 and 2587 of the Civil Codes that are in force in all of the States of the Republic of Mexico. Therefore, Mr. Salvador Miñarro and Fernando Flores Faz take part in all types of trials and recourses, including the trial of "amparo", and waive the same, and settle controversies in keeping with conventional procedures; bind others as arbitrators;-----

OFFICE No. 25
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MONTERREY, N. L. MEXICO

LIC. OSCAR ELIZONDO GARZA

NOTARY PÚBLICO No. 25
RUPERTO MARTÍNEZ 1033 PTE. C.P. 64000 MONTERREY, N. L.

20
GARZA
PÚBLICO

A general power of attorney for lawsuits and collection cases, in keeping with the prescriptions of the first paragraph of article 2554 of the Civil Code for the Federal District, with the inclusion of all -----
those general and special rights which require a power or special clause, in keeping with article 2587 of the same ruling, and its correlative ones of articles 2554 and 2587 of the Civil Codes of the type that are in force in all of the States of the Republic of Mexico. Therefore, Mr. Ramiro Hernández Garza will be able to undertake all types of trials and resources, including the "amparo" trial, and to waive the same, and to settle controversies in keeping with conventional procedures; to bind others as arbitrators, to prepare interrogatories, to present penal accusations and to aid the General District Attorney; to impugn and receive payments; to assign assets and to enter into any act permitted by Law; to represent the Company before all types of persons and authorities such as: penal, civil, military, administrative and labor; before tribunals and before the Secretariat of Foreign Relations, with the object of entering into agreements with the Federal Government in keeping with the prescriptions of paragraphs I and IV of the twenty-seventh (27th) Constitutional Article, its Organic Law and its Ruling. Similarly, the Power of Attorney will have the right to subscribe collective labor contracts; subscribe interior labor rulings; subscribe individual or collective agreements; represent the Company at trials or labor procedures with the rights and attributes which are made reference to by articles 692, paragraphs III, 694, 695, 786 and 876 and others pertaining to the Federal Labor Law which is in force. -----

VIII. DESIGNATION OF A SPECIAL DELEGATE, WHO WILL BE IN CHARGE OF HAVING THE AGREEMENTS PERTAINING TO THE TRANSFORMATION OF THE COMPANY PUBLISHED, ALONG WITH ITS LAST BALANCE SO THAT IN TURN HE MAY APPEAR TO FORMALIZE AND REGISTER-----

LIC. OSCAR ELIZONDO GARZA
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PROCE No. 25
 OSCAR ELIZONDO GARZA
 N.L. MEXICO

a unanimous vote of the attendees, being subscribed by the President, the Secretary, the Vigilance Officer, as well as by the Vote Counters, and the Assembly was adjourned. --
 PRESIDENT.- ENGINEER FERNANDO FLORES FAZ.- SECRETARY.- ATTY. JAVIER ARECHAVALETA SANTOS.- VIGILANCE OFFICER.- MR. TOMÁS GARZA DE LA GARZA.- VOTE COUNTER.- MR. F. ALEJANDRO SANTOS ARCE.- VOTE COUNTER.- ATTY. RAÚL ARMANDO TERÁN RAMÍREZ.- SIGNED." -----

"THE ATTENDANCE LIST OF THE SPECIAL GENERAL MEETING OF STOCKHOLDERS OF "VITROCRISA, S.A. DE C.V.", HELD SEPTEMBER 27, 1999. -----

STOCKHOLDER	STOCKS WITH A RIGHT TO VOTE	
	CLASS I	CLASS II
VITRO. S.A. DE C.V. by Proxy Atty. Alejandro F. Santos Arce	SERIES "A"	51
LGA3 CORP. by proxy: Atty. Raúl A. Terán Ramirez	SERIES "B"	49
TOTAL:		100

The undersigned Vote Counters certify to have verified and checked the presence of stockholders holding 100% of the shares of stock with a right to vote among which is divided the capital stock at this Special General Meeting of Stockholders of "Vitrocrista, S.A. de C.V." as per the terms of the above list, Monterrey, Nuevo León, on September 27, 1999. Vote Counter. - Mr. F. Alejandro Santos Arce.- Vote Counter.-Atty. Raúl A. Terán Ramirez.- SIGNED." -----

--BASED ON THE ABOVE, the following are granted: -----

C L A U S E S:

--FIRST:- The Minutes of the Special General Meeting of Stockholders of the company named "VITROCRISA," SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE., held at 10:30 a.m. (ten-thirty a.m.) on September 27, 1999, the year one thousand nine hundred ninety-nine. -----

OFFICE No. 25
LIC. OSCAR ELIZONDO GARZA
N.L. MEXICO

such as china sets, porcelain articles, crockery, and kitchen utensils, including those activities carried out by agents, brokers, representatives, intermediaries or distributors.---

4 Acquire or lease real estate properties or other assets which may be necessary to achieve the previous objectives, being subject to the applicable legal prescriptions.---

5. The establishment, operation or exploitation of offices, lines of business, installations, or work places which may be necessary to achieve the company's objectives.-----

6. The issuance, subscription, endorsement, or guarantee (endorsement) of all types of credit operations; and the power to guarantee the obligations of affiliate or subsidiary companies as per the terms of these bylaws.-----

7. The acquisition of stocks or shares of the working capital issued by other companies, associations or firms, which are directly related with to company's business.-----

8. The execution of all types of contracts or juridical acts, whether they be of a civil, mercantile or administrative nature that are related with the above-mentioned objectives.-----

ADDRESS

THIRD.- The business address of the company will be the City of Monterrey, Nuevo León, but the Assembly of Stockholders or the Board of Directors Meetings will be expressly empowered to establish agencies or branch offices in or outside of the Republic of Mexico and to assign conventional addresses with determined contractual purposes. The business address will not be understood to be changed by the fact that offices, agencies or branch offices are established outside of the stated City, in the Republic of Mexico or abroad. -----

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their value cannot be less than ONE PESO, National Currency or of multiples of One. --

SEVENTH.- Each partner will only have one share, and when he makes a contribution or acquires the share of another partner, the value of his share will increase proportionately, unless they are shares which have diverse rights, and if this situation is verified the individuality of the shares will be maintained. -----

CAPITAL VARIATIONS

EIGHTH.- The capital stock of the Company, whether it is in its fixed minimum part or its variable part, may be reduced or increased by a resolution made by the Stockholders attending an Stockholders' Assembly. All increases or decreases of the Capital Stock must be recorded in the Book of Capital Variations which the Company will maintain with the stated purpose and which will be maintained by a Director that is appointed by the Board of Directors. -----

NINTH.- An increase or decrease of the fixed minimum capital of the Company may be carried out by reforming the Sixth Clause of the present Bylaws. -----

TENTH.- Any increase or decrease of the variable part of the capital will be adopted by an Assembly of Stockholders, but it will not be necessary to protocolize such an increase or decrease of the capital before a Notary, nor is it necessary to record this before the Public Registry of Commerce. -----

ELEVENTH.- The Stockholders will have, in proportion to the value of their shares of stock, a preferential right for subscribing capital increases which are decreed by an Stockholders' Assembly, and such a right must be exercised within a period of fifteen (15) calendar days which are counted starting on the date of the written notification which is made to the Stockholders whose names appear in the Special Stockholders' Book pertaining to the resolution adopted by a Stockholders Assembly. If any or some of the Stockholders do not exercise, partially or fully, their preferential right granted by this clause, -----

- 1) Modification of the Business Contract, -----
- 2.) Consent in the assignment of the shares of stock and in the acceptance of new Stockholders; -----
- 3) Change of Objectives; -----
- 4) Any modification that determines an increase in the obligations of the Stockholders-----
- b) The Stockholders will have the right to receive the same profit share or distribution of the liquidation quota in the case of a dissolution or liquidation of the company, with the understanding, however, that they will have a preference to receive any of the aforementioned amounts over what the holders of other shares of stock may have.-----
6. If and when these Bylaws or the General Law of Mercantile Companies grant rights to the Stockholders in relation to their share of the working capital, the stated rights will be granted in keeping with the percentage of their participation in it, which is found represented by the shares of stock, with the exception of that which was agreed to in the previous paragraph. -----
7. The Company will maintain a Special Book of Stockholders wherein the name, address and the nationality of each one of the Stockholders will be registered, as well as the indication of their contributions to the transference of shares of stock, in keeping with article 73 of the General Law of Mercantile Companies. The company will only acknowledge as Stockholders those persons who are found registered in the Special Book of Stockholders. -----
8. The Company may issue certifications of the shares of stock issued, which will not have the nature of credit titles, and which will contain the data which are referred to by the fifth, sixth, tenth, eleventh, twelfth and thirteenth clauses of the Bylaws, and which must include the legends that make reference to the restrictions pertinent to their
be determined by the Stockholders. The stated certifications must

LIC. OSCAR ELIZONDO GARZA

NOTARY PÚBLICO No. 25
RUPERTO MARTÍNEZ 1033 PTE. C.P. 64000 MONTERREY, N. L.

No. 25
OSCAR ELIZONDO GARZA
MEXICO

Any Stockholder who proposes to transfer or fully or partially dispose of his shares of Stock.

"Buyer"

Any partner or third party who is interested or is willing to buy shares of Stock of the Company that are made up or are offered for sale in keeping with the presentation of a Transference Notification; -----

"Shares of Stock for Sale"

The shares of Stock which are offered through a Transference Notification. -----

"Transference Notification"

A written notification provided by a Partner pertaining to the full or partial transference of his (her) shares of Stock, in keeping with that which is prescribed by this clause; ----

"100% Group Ownership"

The holder of any share of Stock ----- private person, or a company, who directly or indirectly ----- who is under the common control of the -----

of the Shares of Stock of the
of any transference made in
restrictions imposed in this
fully or partially, the
Group Ownership (with
Paragraph 12 of this
Stockholders. -----
Shares of Stock

the Buyers agree on, during business hours--
-specific Buyers or whenever the
-interest of the Determined
-stock which is on
-that other

on the first corresponding working day after the passage of the ninety-(90) calendar day period immediately following the corresponding expiration period in order to exercise the preferential right established in paragraphs 5 and 6 of this clause. -----

8. If the rights conferred by paragraphs 5 and 6 of this clause are not exercised with respect to the total value of the Shares of Stock that are offered for Sale, then the options that were exercised will be null from the start, and the Offerer may offer all or a part of the value of his (her) Shares of Stock on Sale to any third party, free of the restrictions that are established in this thirteenth clause, and this will be so in spite of the fact that he (she) must subject him(her)self to the following conditions: (i) the Shares of Stock on Sale cannot be sold after one hundred and eighty (180) calendar days have passed after the expiration date of the option period that is established in paragraph 6 of this clause; (ii) the Shares of Stock on Sale must be sold in good faith at a price which must not be less than the Determined Price, and (iii) the third party holder will agree to be part of any Partner Agreement which may have been entered into between the Offerer and the other Stockholders of the Company (the "Partner Agreement"), in substitution of the Offerer, and up to the measure which as a result of the stated transference the Offerer stops having a participation in the Company.-----

9. The preferential right can only be exercised by the Buyer in keeping with paragraphs 5 or 6 of this clause, and because of this he (she) will have to deliver a written notification to the Offerer through which he (she) states his (her) wish and will to acquire the value of the Share of Stock on Sale, a right which must be exercised before the expiration date of the corresponding option. -----

10. The restrictions imposed by this clause may be waived with respect to any partial or total transference or assignment of the Company's Shares of Stock -----

LIC. OSCAR ELIZONDO GARZA
NOTARY PÚBLICO No. 25
RUPERTO MARTÍNEZ 1033 PTE. C.P. 64000 MONTERREY, N. L.

OFFICE No. 25
OFFICER
ELIZONDO GARZA
REY, N.L. MEXICO

has expressly acknowledged or entered into any of the aforementioned agreements as a signatory. -----

CHAPTER III

ASSEMBLY OF STOCKHOLDERS

FOURTEENTH.- The Stockholders' Assemblies of, called for and held in keeping with the established formalities as per the Bylaws and the Law, constitute the supreme authority of the Company and represent all of the Stockholders; their decisions and validly adopted resolutions obligate all of the Stockholders, including those persons who were absent and those who dissented, without there being any infringement on the rights which the Law grants them. -----

FIFTEENTH.- Stockholders' Assemblies must be held at the Company's business address, after the preparation a summons which is to be issued as is stipulated in the eighteenth and nineteenth clauses of the Bylaws. -----

In spite of that which is prescribed in this Clause, the Stockholders may make resolutions without the need of holding an Assembly by means of a unanimously approved resolution of the Stockholders, with the understanding that the stated resolution must be confirmed in writing by the Secretary of the Board of Directors. -----

SIXTEENTH.- The Stockholders' Assembly will function as per the terms foreseen by articles 77 and 78 of the General Law of Mercantile Companies and these Bylaws. The Assemblies will meet at least once a year at the business address within the first four (4) months of each business year in order to discuss the matters pointed out in the first paragraph of this clause and at any other time for the other matters which are here enumerated. -----

1.- To discuss, modify, approve or reject the general balance statements

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SEVENTEENTH.- At the Stockholder's Assemblies, decisions will be made by a majority of votes of the Stockholders who have shares of stock that represent at least seventy five percent (75%) of the Capital Stock with a right to vote. In case that this amount is not represented as a result of the first summons, the Assembly will be held in a time term that does not exceed fifteen (15) calendar days with a second summons as per the terms of these Bylaws, making the decisions in the stated assembly by a voting majority of the stockholders who own shares of stock that represent at least fifty-five percent (55%) of the Capital Stock with the right to vote. In spite of the above, in the case pointed out in paragraph XIV of the Sixteenth Clause of these Bylaws, the vote of the stockholders who represent at least three fourths of the Capital Stock will be required at all times, and in the case of a change of objective, a change of the Company's nationality, its reorganization or transformation or the establishment of rules which determine an increase of the obligation of the stockholders in keeping with paragraphs VI, X, XI, and XII of the referred to Sixteenth Clause, a unanimous vote will be required at all times.-----

EIGHTEENTH.-The Summons will be published in the Official Daily Newspaper of the business address of the Company no fewer than fifteen (15) calendar days in advance of the date indicated for the Assembly. The Summonses must indicate the day, hour and place of the Assembly, include the Agenda and be signed by the person or persons who prepared the stated Summonses. -----

NINETEENTH.- The Summonses of the Stockholders' Assemblies will be prepared either by the President or by the Secretary of the Board of Directors or by any of the members of the Vigilance Council. Any Stockholder or group of Stockholders may also issue a Summons, without prejudice to the rights which are granted by the Law for obtaining a judicial publication of the state summons, which will be adequate in case the -----

LIC. OSCAR ELIZONDO GARZA
NOTARY PÚBLICO No. 25
RUPERTO MARTÍNEZ 1033 PTE. C.P. 64000 MONTERREY, N. L.

OFFICE No. 25
LIC. OSCAR ELIZONDO GARZA
N. L. MEXICO

Secretary, or whoever is appointed by the Assembly itself, will discharge the same functions at the Board of Directors. The President will appoint one or several Vote Counters in order to certify that the established Assembly's quorum has been complied with. A vote count must be one of the Stockholders present or one of their representatives.-----

TWENTY-FIRST.- If for any reason, on the date when the Assembly was summoned, all of the agenda's points could not be taken care of, the stated Assembly may hold meetings on the days it agrees to do so, and a new Summons will not be necessary. -----

TWENTY-SECOND.- The proprietors of the shares of stock which are registered in the Special Stockholders Book which is kept by the Company or by its representatives will have the right to attend and participate in the Assemblies.-----

When the Assembly starts, the representative of a Partner who attends an Assembly must present, before the Secretary of the Board of Directors, either a general or special power of attorney or a simple power of attorney letter signed by the Stockholder he is representing.-----

TWENTY-THIRD.- At all Stockholder's Assemblies, each share of stock which has a right to vote will have the right to one vote for each peso of its value, leaving free the rights to vote that these bylaws establish for privileged shares of stock.-----

If two or more persons are the proindiviso owners of a share of stock, they must appoint a common representative. If they do not do so, that which is prescribed by article 122 of the General Law of Mercantile Companies will be adhered to.-----

CHAPTER IV

ADMINISTRATION

TWENTY-FOURTH.- The Company will be managed by a Board **TRADEMARK**

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the Twenty-eight Clause, their powers, and as the case may be, the honorariums to be paid to such officers or personnel. -----

TWENTY-EIGHTH. - The Board of Directors will hold its meetings at least twice a year, and from time to time when they are summoned either by the President, the Secretary, the members of the Vigilance Council or by a majority of its members, at the business address of the Company, or at any other place in the Republic of Mexico or abroad, such as may be determined in a written summons, which will be sent at least fifteen (15) calendar days in advance of the date of the meeting, through a notice delivered by a messenger service that is internationally acknowledged or by fax (with the understanding that a fax must be confirmed by a courier notice or by a special delivery service) in the case of members who reside outside of the Republic of Mexico. The members of the Board of Directors may waive the written summons requirement, and it will not be needed when all of its owner members or their respective substitutes are attending the meeting. The Board of Directors will meet within thirty (30) calendar days following the delivery of the financial reports of the Company that correspond to the closure of the immediate previous business year, duly audited, to all of the members. -----

So as to have a sufficient quorum at any session of the Board of Directors, the presence of at least four (4) members or their respective substitutes, if this is necessary, is required. If there is an insufficient quorum on the date on which the Meeting was summoned, then the stated meeting will be postponed for one (1) day, and if at that time there is still an insufficient quorum, the meeting will be postponed again for the next day. -----

The meeting's resolutions will be adopted by a majority of the votes of its attending members. However, the following business will not be -----

OFFICE No. 25
NOTARY
OSCAR ELIZONDO GARZA
MONTERREY, N.L. MEXICO

OFFICE No. 25
OFFICER
ELIZONDO GARZA
MEXICO

United States of America) or its equivalent in pesos, in the legal currency of the United Mexican States; -----

7. The entering into by the company of agency agreements, distribution or commission, different from those which pertain to the normal running of business.

8. The approval of the annual operation budgets of the company. -----

9. The approval of any expenses that exceed by one hundred twenty per cent (120%) of the item for the stated expenses in keeping with that which is established in the operation annual budget of the company approved in keeping with the above previous paragraph 8; -----

10. The adoption of plans and benefit policies for employees, except for the plans and policies that are substantially similar to the plans and benefit policies adopted by other companies that are controlled by the principal Stockholders of the company that are applicable to all salaried workers of the company; -----

11. The entering into any contract, pact or agreement with a just market value that exceeds the quantity of \$1,500,000.00 (One Million Five Hundred Thousand Dollars, legal currency of the United States of America) or its equivalent in pesos, the legal currency of the United Mexican States; -----

12. The establishment of a company or association in participation with another mercantile company; -----

13. The presentation of the balance statements and the report for their approval before an Assembly of Stockholders. -----

14. The approval and modification of the personnel policy adopted by the company; -----

15. Any increase or reduction of the compensation or payable bases of the Stockholders of the company, or its affiliates in keeping with the terms of the Service Agreements pertaining to Direction and Administration entered into by the company; ---

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OFFICE No. 25
LIC. OSCAR ELIZONDO GARZA
N.L. MEXICO

THIRTIETH.- Each member of the Board of Directors, whether he (she) be an owner or a substitute, will be indemnified by the Company against any responsibility arising from any complaint, lawsuit, loss, damage, liability or expense (including, without any limitation, quantities paid for the settlement, reasonable investigation and legal costs) which may result from any action, trial or procedure, pending or concluded, which threatens him, appointing any of them as sued due to actions or omissions made or omitted in good faith within the scope of their authority, with the maximum scope permitted by the law. -----

THIRTY-FIRST.- The Board of Directors will have the most ample powers for administering and directing the business of the Company, and for disposing its assets. Without limiting the generality of the previous statement, the Board of Directors, in an enunciative but not limiting manner, will enjoy the following rights: -----

1.- A general power of attorney for lawsuits and collection cases, in keeping with the prescriptions of the first paragraph of article 2554 of the Civil Code for the Federal District, with inclusion of all of those general and special powers which require a power or special clause, in keeping with article 2587, and its correlatives of articles 2554 and 2587 of the Civil Codes which are in force in all of the States of the Republic of Mexico. Therefore, in an enunciative but not limiting manner, they are authorized to participate in all types of trials and resources, including the "amparo" trial, formulate and waive denouncements and penal complaints, help the Public Ministry Office and grant pardons, settle controversies in keeping with conventional procedures; to commit in arbitrators, articulate and absolve positions, even those which are merely personal, re-prosecute judges, grant receipts, settlements, signing the documents that are required and executing all of the other acts which are determined by Law. to-----

NO 25
GARZA
MEXICO

6. The right to appoint, terminate and establish the rights, obligations and fringe benefits of agents and employees. -----

7. Carry out all types of authorized acts in keeping with the Bylaws or those which are a direct consequence of them, including the approval of granting guarantees in relation to the obligations of third parties. -----

8. Summon to Stockholders' Assemblies and carry out their resolutions. ----

9. Confer special or general powers of attorney, whether partial or total, to one or more of its members, and in favor of the persons whom the members of the Board of Directors consider pertinent, in keeping with paragraphs 1, 2, 3, 4 and 5 of this clause, as well as the right to waive the powers of attorney that were granted. -----

CHAPTER V

VIGILANCE

THIRTY-SECOND. The vigilance of the company will be charged to one or more Vigilance Officers who will have the rights and obligations contained in article 166 of the General Law of Mercantile Companies and who may, or may not, be Stockholders and who will be appointed by the Assembly of Stockholders. The appointment will be for a period of one (1) year. Except when the Assembly of Stockholders resolves to appoint a single Vigilance Officer, each of the Stockholders that represents the shares of Stock of Series "A" and "B" will have the right to appoint a Vigilance Officer and his (her) respective substitute. The Assembly of Stockholders may designate one or more Substitute Vigilance Officers. The Vigilance Officers will not have the obligation to guarantee the performance of their charges. The Vigilance Officer(s) in exercise of his(her) their office will not be freed of their obligations until they turn over the documents, the property of the Company, which are in their power at the end of their charge. -----

TRADEMARK

approved by a STOCKHOLDERS' ASSEMBLY, must be distributed in the following manner:

1.- Five per cent (5%) of the net profits will be set aside to form or increase the legal reserve fund, until this fund is equal to at least twenty (20%) per cent of the Capital Stock of the Company. -----

2.- The remaining amount, in case there is one, will be distributed as dividends among the Stockholders, unless some of the Stockholders resolve to the contrary, through a resolution of a Stockholders' Assembly. -----

THIRTY-SIXTH.- The losses of the company will be distributed among the holders of the shares of Stock in proportion to the nominal value of the shares of Stock which they hold, but the liability of the Stockholders due to the obligations of the company is limited to the nominal value of the shares of stock that were respectively subscribed or acquired by them. -----

THIRTY-SEVENTH.- With the exception of the cases where all of the Stockholders have knowledge of the statement of a dividend, the distribution of dividends will be published in the Official Daily Newspaper of the Federation or in one of the newspapers that has the greatest circulation in the business address of the Company, and, in addition, the stated declaration must be made known by certified mail to those who appear as Stockholders in the Special Stockholders Book which the Company maintains. The dividends that were not collected by the Stockholders in a time term of five (5) years, which start to count on the date on which they were decreed, will be transferred in favor of the Company. -----

CHAPTER VII

DISSOLUTION AND LIQUIDATION

THIRTY-EIGHTH.- The Company will be dissolved in any of the cases enumerated by article 229 of the General Law of Mercantile Companies. -----

When the dissolution of the Company has been decreed, the

no. 25
GARZA
MEXICO

"B" CERTIFICATION

That Attorneys F. ALEJANDRO SANTOS ARCE and RAÚL ARMANDO TERÁN RAMÍREZ, in representation as Special Delegates of the Extraordinary General Assembly of Stockholders; declared **UNDER OATH OF STATING THE TRUTH**; that the Company **LGA3 CORP.** will present the notice which is made reference to by Rule two point three point two of the Miscellaneous Fiscal Resolution of the year one thousand nine hundred ninety-nine before the corresponding Local Collection Administration of the Secretariat of the Treasury and Public Credit, in a time term that will not go past the thirty-first day of March of the year two thousand. ---

PERSONALITY:

The person appearing before me accredits his personality with the text of the Minutes of the Special General Assembly of Stockholders which has been duly protocolized. -----

EXISTENCE AND LEGAL SUBSISTENCE OF THE COMPANY:

The person appearing before me accredits the existence and legal subsistence of the Company with the First Testimony of Public Charter Number 247 (two hundred forty seven) dated August 18, 1936, the year one thousand nine hundred thirty-six, passed before the testimony of Attorney HÉCTOR GONZÁLEZ, Notary Public that exercised office in this City, pertaining to the Establishment of the Company "CRISTALERIA, SOCIEDAD ANÓNIMA; "VITROCRISA CRISTALERIA", SOCIEDAD ANÓNIMA; "VITROCRISA CRISTALERIA", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE, now "VITROCRISA", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE. Having first obtained Permit number 1187 (issued by the Secretariat of Foreign Relations dated June 6, 1936. It was recorded under number 138, page 95, volume 82, Book Number 3, Three, Second Auxiliary, Charters of Mercantile

TRADEMARK

Comercio Section dated September 25, 1936 the year one thousand nine

REEL: 002116 FRAME: 0447

OFFICE No. 25
OSCAR ELIZONDO GARZA
NOTARY PUBLIC
MONTERREY, N. L. MEXICO

I, the Notary CERTIFY: To the truth of the proceeding, to personally know the persons appearing before me, whom I consider to have the necessary legal capacity to enter into contracts and to obligate themselves with nothing to the contrary that I am aware of; that I read to them, personally and fully the contents of the present Charter of Constitution; that I warned them of the right they have to read it on their own; that I warned them of the obligation that they have to register the First Testimony that is issued of this Charter in the corresponding Public Registry of Property and Commerce, that the requirements indicated by Article 106, one hundred-six, of the Law of Public Notaries which is in force in the State be complied with; that the persons appearing before me declared to agree with the contents of the present Instrument, which they ratified in each and every one of its parts and which they signed with their own hand, before me, today September 28, 1999, the year one thousand nine hundred ninety-nine, with the immediate authorization of the Notary that subscribes the present document since it is not subject to any taxes. - I WITNESS. -----

ATTORNEY F. ALEJANDRO SANTOS ARCE.- ATTY. RAÚL ARMANDO TERÁN RAMÍREZ.- SIGNED BEFORE ME.- ATTY. OSCAR ELIZONDO GARZA.- SIGNED AND BEARING THE AUTHORIZING NOTARY SEAL. -----

OF THE APPENDIX:

PERSONALITY:

--Messrs. Attorneys F. ALEJANDRO SANTOS ARCE and RAÚL ARMANDO TERÁN RAMÍREZ, accredit the Existence and Legal Subsistence of the Company named "VITROCRISA SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE," with the following documents:-----

--1).- With the First Testimony of Public Charter Number 247 (two hundred forty seven) dated August 18, 1936, the year one thousand nine hundred thirty-six, brought before the testimony of Attorney HECTOR GONZÁLEZ, Notary Public who exercised

TRADEMARK

of the Company "CRISTALVERIA"

FILE NO. 25
OSCAR ELIZONDO GARZA
MEXICO

number 704, Volume 124, Third Auxiliary, Book 4, Acts and Diverse Contracts, dated February 26, 1981, recorded in the Public Registry of Property and Commerce of this Municipality, pertaining to the Procolization of the Minutes of the Special General Assembly of Stockholders through which it was agreed to change the name of the Company from "CRISTALERIA," SOCIEDAD ANÓNIMA to "VITROCRISA CRISTALERÍA," SOCIEDAD ANÓNIMA, and reform the 1st Article of its Bylaws , with the previous Permit from the Secretariat of Foreign Relations number 06094, File number 20,115, dated January 30, 1981, the year one thousand nine hundred eighty one.

--5.- With the First Testimony of Public Charter Number 24,044, dated October 7, 1982, brought before the testimony of Attorney Fernando Méndez López, a Notary Public who exercised office in this city and recoded in the Public Registry of Property and Commerce under number 3453, Volume 139, Third Auxiliary, Book 4, Acts and Diverse Contracts, Commerce Section, dated November 5, 1982, pertaining to the protocolization of the Minutes of a Special General Assembly of Stockholders through which it was agreed to convert the Shares of Stock of Series A-1 to Series A, as well as change the nature of the Shares of Stock from Bearer Shares to Nominative ones and in order to reform the Sixth and Seventh Articles of the Bylaws, having first obtained permit number 37207, File 20, 115, dated July 12, 1982, the year one thousand nine hundred and eighty-two from the Secretariat of Foreign Relations. -----

6).- The First Testimony of Public Charter Number 3,522, dated May 27, 1985, brought before the testimony of Attorney JUAN N. DE LA GARZA EVIA JR., Notary Public who exercised office in this city, pertaining to the Protocolization of the Special General Special Assembly, dated March 7, 1985, wherein it was agreed to increase the working capital from the sum of \$2,000,000,000.00 (TWO BILLION ---TRADEMARK-----

CE NO 25
OSCAR ELIZONDO GARZA
MEXICO

MILLION PESOS AND 00/100 NATIONAL CURRENCY); consequently, the text of the 7th Article of its Charter of Constitution is reformed. For this purpose a permit was requested and obtained from the H. Secretariat of Foreign Relations. The First Testimony of the referred to Public Charter is recorded in the Public Registry of Property and Commerce of this City, under number 3421, Volume 187-69, Third Auxiliary-Proceedings and Diverse Contracts of Book 4, Commerce Section, dated October 1, first, 1987, the year one thousand nine hundred eighty-seven. -----
---9).- the First Testimony of Public Charter Number 2,556 dated January 25, 1989, brought before the testimony of the undersigned Notary, pertaining to the Protocolization of the Proceeding of the Special General Assembly of Stockholders dated January 25, 1988, wherein it was agreed to Transform the Company named Sociedad Anónima de Capital Variable, as well as reform the text of the 1st, 6th, 7th, 9th, 13th, 15th and 27th Articles of its Charter of Constitution. Therefore, Permit number 081398, File Number 2015, Page number 109107 dated December 14, 1988, was requested and obtained from the H. Secretariat of Foreign Relations. The First Testimony of the referred to Charter is recorded in the Public Registry of Property and Commerce of this city, under number 988, Volume 191-20, Third Auxiliary Book Number 4 of Proceedings and Diverse Contracts, dated March 3, 1989, the year one thousand nine hundred eighty-nine. -----
--10).- With the First Testimony of Public Charter Number (4,855) four thousand eight hundred fifty-five, dated December 16, (1991) the year one thousand nine hundred ninety-one, brought before the testimony of the undersigned Notary, pertaining to the Protocolization of the Minutes of the Special General Assembly of Stockholders of the Company, dated November 29, 1991, wherein it was agreed as follows: Have the Company establish the Agreement that is indicated by the 31st Article of the Ruling of

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OFFICE No. 25
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MEXICO

VARIABLE, as the MERGING COMPANY and "VITROCRISA CRIMESA,"
SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE, as the MERGED COMPANY.

The First Testimony of the referred to Charter is found registered in the Public Registry
of Property and Commerce, under number 7784, Volume 199-57, Third Auxiliary Book
Number 4, -Proceedings and Diverse Contracts, Commerce Section, dated December
14, 1993, the year one thousand nine hundred ninety-three-----

--13).- With the First Testimony of Public Charter Number 6,494 (six thousand four
hundred ninety-four) dated May 31, 1994, the year one thousand nine hundred ninety-
four, brought before the testimony of the undersigned Notary, pertaining to the
Protocolization of the Minutes of the Special General Assembly of Stockholders dated
February 3, 1994, wherein it was agreed therein to include in the Company's Bylaws,
the Foreigners Exclusion Clause, foreseen in the 15th Article of the Foreign Investment
Law, as well as to reform the text of the 5th, 6th, and 7th Articles of its Bylaws. The First
Testimony of the Charter of reference is presently being registered in the Public
Registry of Property and Commerce of this City. -----

--14).- With the First Testimony of Public Charter number 6,517 (six thousand five
hundred seventeen) dated June 9, 1994, pertaining to the Protocolization of the Special
General Assembly of Stockholders of the Company dated May 4, 1994, wherein it was
agreed to change the Name of the Company from "VITROCRISA CRISTALERÍA,
SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE to "VITROCRISA",
SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE, consequently modifying the text
of the First Clause of its Charter of Constitution. For this purpose Permit Number
09021835, File Number 830902115 File Number 8309020115, Page Number 34514,
dated June 8, 1994, was requested and obtained from the H. Secretariat of Foreign
Relations. The First Testimony of the referred-to Charter is found recorded in the Public
Registry of Property and -----

NOTARY OFFICE No. 25
NOTARY OFFICER
OSCAR ELIZONDO GARZA
MONTERREY, N.L. MEXICO

--17).- With the First Testimony of Public Charter Number 8,961 (eight thousand nine hundred sixty-one) dated August 20, 1997, the year one thousand nine hundred ninety-seven, brought before the testimony of the undersigned Notary, pertaining to the Protocolization of the Minutes of the Special General Assembly of the Stockholders of the Company, dated August 14, 1997, wherein an integral Reform the Bylaws of the Company was agreed to. The First Testimony of the referred-to Charter is recorded in the Registry of Public Property and Commerce of this City, under Number 5365, Volume 205-111, Third Auxiliary Book Number 4, Proceedings and Diverse Contracts, Commerce Section, dated September 22, 1997, the year one thousand nine hundred ninety-seven.-----

--18.- With the First Testimony of Public Charter 9,015 (nine thousand fifteen) dated September 9, 1997, the year one thousand nine hundred ninety-seven brought before the testimony of the undersigned Notary, pertaining to the Protocolization of the Special General Assembly of Stockholders, dated August 14, 1997, wherein it the Restructuring of the Working Capital, its variable part was agreed to. -----

--19.-With the First Testimony of Public Charter Number 9,017 (nine thousand seventeen) dated September 9, 1997, the year one thousand nine hundred ninety-seven, brought before the testimony of the Undersigned Notary, pertaining to the Protocolization of the Special Minutes of the General Assembly of Stockholders, dated August 28, 1997, wherein it the Increase of the Working Capital, its variable part was agreed to -----

-- With respect to the aforementioned testimonies, I, the Notary, certify to have had under my sight, and that it can be gathered from them that the Bylaws' Dispositions which presently govern the Company named "VITROCRISA," SOCIEDAD ANONIMA DE CAPITAL VARIABLE, appear to the letter and in that which pertains to the subject as follows: -----

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REEL: 002116 FRAME: 0452

LIC. OSCAR ELIZONDO GARZA

NOTARY PÚBLICO No. 25

RUPERTO MARTÍNEZ 1033 PTE. C.P. 64000 MONTERREY, N. L.

OFFICE No. 25
NOTARY
OSCAR ELIZONDO GARZA
N.L. MEXICO

mercantile or administrative nature, related with the previously mentioned objectives. -

C ADDRESS.- THIRD.- The business address of the Company will be the City of Monterrey, Nuevo León, but the Assembly of Stockholders or of the Board of Directors are expressly empowered to establish agencies or branch offices in or outside of the Republic of Mexico and to appoint conventional addresses for determined contractual purposes.- LIFE SPAN.- FOURTH.-The lifespan of the Company will be indefinite.

- NATIONALITY.- FIFTH.- The Company is of Mexican nationality. "All foreigners, who at the moment of the establishment of the Company or at any other later time, acquire an interest or share of stock in it , formally obligate themselves with the Secretariat of Foreign Relations to consider themselves for that simple fact as Mexican citizens, with respect to the stated share, as well as the assets, rights, concessions, shares, or interests which they may own of the Company, or, instead of the rights and obligations which are derived from the contracts in which they may be a part of the Company itself, with Mexican authorities, and not to invoke, for the same reason, the protection of their government under the penalty, in case they do not comply, of losing the shares, they may have acquired to the benefit of the Nation."-----

CAPITAL.- SIXTH.- The capital of the Company will be of the variable type. The minimum fixed capital will be the amount of \$5,985,000.00 (Five Million Nine Hundred Eighty-five Thousand Pesos 00/100 Legal Currency of the United Mexican States,) represented by 35,900 (Thirty-five thousand nine hundred) common registered shares of Stock of Class I, Series "C", without having a nominal stated value, fully subscribed and paid in full and without a right to withdrawal. The maximum capital will be unlimited and will be represented by common shares of stock registered as Class II that have the characteristics determined in the Eighth Clause of the present bylaws, and which, in-any other case may be determined by an Assembly of Stockholders that approves their issuance. Both the shares of-----

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All of the shares of stock will be of the common and nominative type, and will not make reference to their nominal value, and the shares of stock that cover the fixed minimum capital will not have a right to be withdrawn.- 2.The company will issue shares of stock that are divided into the Series "A," "B," "C," and any other series of shares of stock that may be determined by a Special Assembly of Stockholders, , and all of the stated shares will be of free subscription.- 3.- The shares will be divided into Class I and Class II; the former named will represent the fixed capital and the latter the variable capital of the company.- 4.- With the exception to the contrary in keeping with these bylaws, all of the shares of stock confer on their holders the same rights and obligations, including the right to receive a pro-rata participation of the profits and the assets of the Company.- 5.- The company will issue shares of stock of the Series "C" that will represent preferential shares of stock without a right to vote, and these shares of stock will have the following characteristics: -a) The holders will not have a right to vote in the Assemblies of Stockholders.- b) The holders will have the right to receive the same participation in the profits or the distribution of the liquidation quota in case of a dissolution or liquidation of the company, with the understanding, however, that they will not have preferential rights to receive any of the stated amounts before the holders of shares of stock of the Series "A" or "B".- 6.- Whenever these Bylaws or the General Law of Mercantile Companies grant rights to the stockholders based on a percentage of the working capital, the stated rights will be considered to have been granted in relation to the percentage of the working capital with a right to vote.- 7.- The definite titles, and as the case may be, each one of the provisional certificates may cover one, (1) or more shares of stock, and they must be numbered from one (1) on. 8.- The definite titles, and as the case may be, the provisional share certificates must comply with all of the requirements indicated in article 125 of the Law of General Mercantile Companies, including the transcription of the text of the -----

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MEXICO

LIC. OSCAR ELIZONDO GARZA
NOTARY PÚBLICO No. 25
RUPERTO MARTÍNEZ 1033 PTE. C.P. 64000 MONTERREY, N. L.

they appointed. Any substitute may substitute any member appointed by the stated G-stockholder. -----

THIRTIETH.- The Board of Directors will have the most ample powers to administrate and direct the business of the company, and to dispose of its assets. Without limiting the generality of the above, the Board of Directors, in an enunciative but not a limiting manner, will enjoy the following powers:- 1.- A general power of attorney for lawsuits and collection cases, in keeping with the dispositions of the first paragraph of article 2554 of the Civil Code for the Federal District, with the inclusion of those general and special powers which require a power or special clause, in keeping with article 2587, and its correlative ones of articles 2554 and 2587 of the Civil Code of those which rule in all of the States of the Republic of Mexico. Therefore, in an enunciative but no limiting manner, they are authorized to try all types of trials and resources, including the trial of "amparo," and to waive the same, and to settle controversies in keeping with conventional procedures; to have others act as arbitrators; to prepare interrogatories; to present penal accusations and to aid the General District Attorney; to impugn and receive payments; to assign assets and enter into any procedure permitted by the law; to represent the company before all types of persons and authorities such as: penal, civil, military, administrative and labor, before tribunals and before the Secretariat of Foreign Relations with the object of entering into contracts with the Federal Government keeping with the dispositions of the I and IV paragraphs of the Twenty-seventh (27) Constitutional Article, its Organic Law and its Ruling.- 2. A general power of attorney for administration procedures, in keeping with the dispositions of the second paragraph of article 2554 of the Civil Code for the Federal District, and, as the case may be, in all of the States of the Republic of Mexico.- 3. A general power of attorney for -----

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OF THE FEDERAL DISTRICT, are respectively as follows: ARTICLES 2448 and 2554: With all General Powers of Attorney for Lawsuits and Collection cases, it will be sufficient that it be stated that they are granted all of the general and special powers which require a special clause in keeping with the Law, so that it be understood that they are conferred without any limitation whatsoever. With General Power of Attorney for Administrating Assets, it will be sufficient to state that they are granted with that character so that the Power of Attorney will have all of the administrative powers. With General Powers of Attorney for Ownership Proceedings, it will be sufficient that they be granted with that character so that the Power of Attorney granted will have all of the rights of an owner, both pertaining to assets as well as to carrying out all types of transactions in order to defend the same. When the Powers of Attorney are wished to be limited in the previously mentioned three cases, the limitations will be consigned or the powers of attorney will be special. The Notaries will insert this Article in the Testimonies of the Powers that they grant."- ARTICLES 2481 and 2587: The District Attorney does not need a Power or a Special Clause in the following cases: I.- For waiving the Powers of Attorney; II.- For settling; III.- To have others act as arbitrators; IV.- For absolving and articulating positions; V.- For assigning assets; VI.- For challenging; VII.- For receiving payments; VIII.- For the other procedures that the Law expressly determines, when with the General Powers of Attorney there is a desire to confer one or several of the rights listed above; that which is prescribed by the first paragraph of Article 2448. will be observed." -----

--IT IS FIRST TESTIMONY: Of the Public Charter Number 10,423 (TEN THOUSAND FOUR HUNDRED TWENTY-THREE), which appears in pages from number 193 to number 243, of Book 3, Volume XXXIII, Thirty-third of my Protocol.-

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