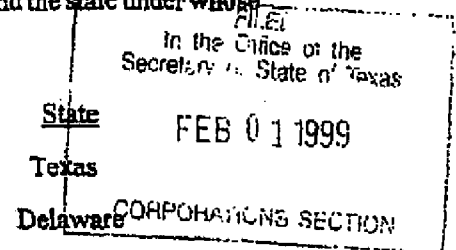


ARTICLES OF MERGER

Pursuant to Article 5.04 of the Texas Business Corporation Act, Crisa Corporation, a Texas corporation ("CCT") and Crisa Corporation, a Delaware corporation ("CCD") adopt the following Articles of Merger.

1. The name and type of organization of each party to the merger, and the state under whose laws each party is organized are:

<u>Name</u>	<u>Entity</u>	<u>State</u>
Crisa Corporation	corporation	Texas
Crisa Corporation	corporation	Delaware



2. The laws of the State of Delaware, under which CCD is organized, and its constituent documents, permit the merger specified in these Articles.

3. CCD shall survive this merger and be governed by the laws of the State of Delaware. The Articles of Incorporation of CCD (the "Articles") shall govern the surviving corporation. The Articles are on file with the Delaware Secretary of State.

4. CCD, the entity surviving this merger, will be and hereby agrees to be fully responsible for all such fees and franchise taxes, including but not limited to Texas franchise taxes, that may be due and owing by CCT.

5. The Agreement and Plan of Reorganization (the "Plan") has been approved by CCT in the manner prescribed by its constituent documents and the Texas Business Corporation Act, and by CCD in the manner prescribed by its constituent documents and the General Corporation Law of the State of Delaware. An executed Plan is on file at the principal place of business of CCD, the surviving corporation, whose principal place of business is located at 16051 Addison Road, Suite 308, Addison, Texas 75038. A copy of the Plan will be furnished by CCD upon written request and without cost to any shareholder of CCT.

6. For each corporation that is a party to the merger, the number of shares outstanding and the designation and number of outstanding shares of each class or series that are entitled to vote as a class on a merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class or Series</u>	<u>Number of Shares</u>
Crisa Corporation, a Texas corporation	2,040,100	n/a	n/a
Crisa Corporation, a Delaware corporation	100	n/a	n/a

7. For each corporation that is a party to the merger, the number of shares that voted for and against the Plan, and the number of shares of each class or series that voted for and against the Plan, are as follows:

<u>Name of Corporation</u>	<u>Total Voted for</u>	<u>Total Voted Against</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>	
				<u>Voted For</u>	<u>Voted Against</u>
Crisa Corporation, a Texas corporation	2,040,100	0	n/a	n/a	n/a
Crisa Corporation, a Delaware corporation	100	0	n/a	n/a	n/a

7. The merger shall be effective on February 1, 1998.

Dated: February 1, 1999

CRISA CORPORATION,
a Texas corporation

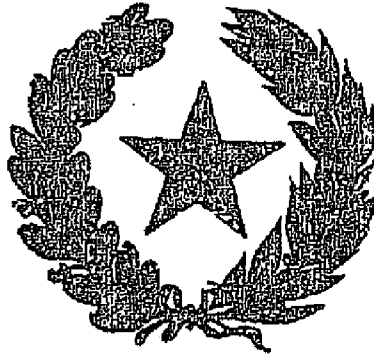
By: _____

Francisco Romero-Ramos, Secretary

CRISA CORPORATION,
a Delaware corporation

By: _____

Francisco Romero-Ramos, Secretary



The State of Texas

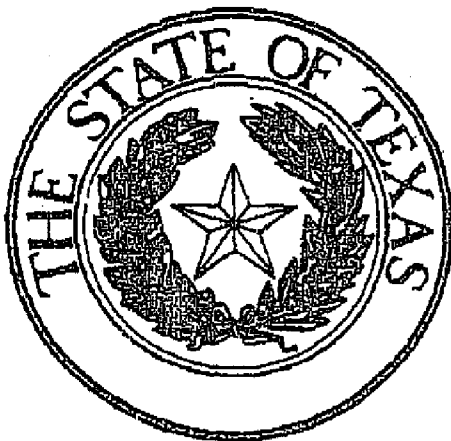
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

CRISA CORPORATION
File No. 771981

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 27, 1999.*



Secretary of State

BAM