



The State of Texas

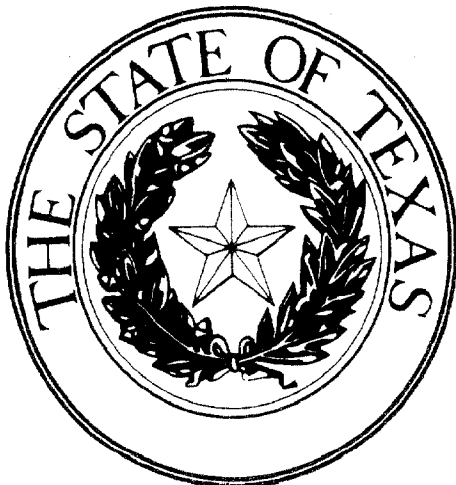
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

DCNL, INC.
FILE NO. 1507765

ARTICLES OF MERGER

OCTOBER 19, 1998



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 November 4, 1998.

Alberto R. Gonzales
Secretary of State

BAM

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**ARTICLES OF MERGER
MERGING
DCNL, INC.,
A CALIFORNIA CORPORATION,
WITH AND INTO
DCNL MERGER CORP.,
A TEXAS CORPORATION**

FILED
In the Office of the
Secretary of State of Texas

OCT 19 1998

CORPORATIONS SECTION

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act and Section 1108 of the California General Corporation Law, the undersigned corporations adopt the following Articles of Merger for the purpose of merging DCNL, Inc., a California corporation ("DCNL, Inc."), with and into DCNL Merger Corp., a Texas corporation ("DCNL Merger Corp."), in accordance with the provisions of Article 5 of the Texas Business Corporation Act and Chapter 11 of the California General Corporation Law. DCNL, Inc. and DCNL Merger Corp. are each a "Constituent Corporation" and collectively, the "Constituent Corporations."

1. The name of each Constituent Corporation, the type of such Constituent Corporation and the laws under which such corporation was organized and governed are:

<u>Name of Corporation or Other Entity</u>	<u>Type of Entity</u>	<u>State</u>
DCNL, Inc.	Corporation	California
DCNL Merger Corp.	Corporation	Texas

2. An Agreement and Plan of Merger (the "Plan of Merger") was adopted and approved in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the merger of DCNL, Inc. with and into DCNL Merger Corp., and resulting in DCNL Merger Corp. being the surviving corporation (the "Surviving Corporation") in the merger.

3. The articles of incorporation of DCNL Merger Corp. shall be the articles of incorporation of the Surviving Corporation, except that Article One of the articles of incorporation of the Surviving Corporation is hereby amended as follows:

"ARTICLE ONE

The name of the Corporation is DCNL, Inc."

4. As to each of the Constituent Corporations, the approval of whose shareholders is required, the number of outstanding shares of stock of such Constituent Corporation entitled to vote on the Plan of Merger is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>
DCNL, Inc.	10,000	Common	None
DCNL Merger Corp.	100	Common	None

5. As to each of the Constituent Corporations, the approval of whose shareholders is required, the number of shares voted for and against the Plan of Merger, respectively, is as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class of Series</u>
DCNL, Inc.	10,000	0	Common
DCNL Merger Corp.	100	0	Common

6. The complete executed Plan of Merger is on file at the principal place of business of the Surviving Corporation, which is 6827 Market Avenue, El Paso, Texas 79915, and a copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any shareholder of either Constituent Corporation.

7. DCNL Merger Corp. hereby certifies that the Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.

8. DCNL, Inc. hereby certifies that the Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 15th day of October, 1998.

DCNL, INC.,
a California corporation

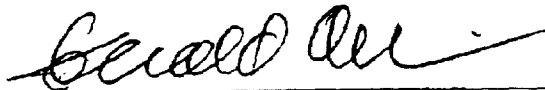


Darryl R. Cohen
President



Nini Cohen
Secretary

DCNL MERGER CORP.,
a Texas corporation



Gerald J. Rubin
Chief Executive Officer



Sam L. Henry
Senior Vice-President, Finance, Chief Financial Officer,
and Secretary

FILED IN PUBLIC RECORDS