

ARTICLES OF ORGANIZATION
OF
GULF COPPER GP, LLC

FILED
In the Office of the
Secretary of State of Texas
AUG 09 2001
Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as an organizer of GULF COPPER GP, LLC, a limited liability company (hereinafter referred to as the "*Company*") under the Texas Limited Liability Company Act, hereby adopts the following Articles of Organization for the Company:

ARTICLE I.

Name

The name of the Company is GULF COPPER GP, LLC.

ARTICLE II.

Duration

The period of the duration of the Company is perpetual.

ARTICLE III.

Purpose

The purpose of which the Company is organized is to transact any and all lawful business for which companies may be organized under the Texas Limited Liability Company Act.

ARTICLE IV.

Principal Place of Business

The address of the Company's principal place of business in Texas is 320 Houston Ave., Port Arthur, TX 77640.

ARTICLE V.

Initial Registered Office and Agent

The address of the initial registered office of the Company is 320 Houston Ave., Port Arthur, TX 77640. The name of the initial registered agent of the Company at such address is A. Morris Albright, Jr.

ARTICLE VI.

Management of Company and Initial Manager

The Company shall be managed by a manager or managers with the number of managers to be fixed from time to time by the Regulations of the Company. The number of persons constituting the initial Manager is one (1). Managers need not be residents of the State of Texas or members of the Company. The name and address of the initial manager who shall serve as manager until the first annual meeting of the members, or until his successor shall have been duly elected and qualified, unless he shall sooner resign or be removed, in accordance with the Regulations of the Company, is as follows:

<u>Name</u>	<u>Address</u>
A. Morris Albright, Jr.	320 Houston Ave. Port Arthur, Texas 77640

ARTICLE VII.

Limitation of Manager Liability

To the greatest extent permitted by applicable law in effect from time to time, a manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager except for liability for: (i) a breach of a manager's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; (iv) an act or omission for which the liability of a manager

is expressly provided for by statute; or (v) an act relating to an unlawful membership interest repurchase or payment of a current or liquidating distribution.

ARTICLE VIII.

Indemnity

The Company shall indemnify Managers, officers, employees, and agents of the Company to the same extent a corporation may indemnify directors, employees, and agents under the Texas Business Corporation Act and shall, to the extent indemnification is required under the Texas Business Corporation Act for directors, employees and agents, indemnify Managers, officers, employees and agents to the same extent.

ARTICLE IX.

Actions Without Meeting

Any action required to be taken at any annual or special meeting of the members, or any action which may be taken at any annual or special meeting of the members, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holder or holders of interests in the Company having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all interests in the Company entitled to vote on the action were present and voted.

ARTICLE X.

Preemptive Rights

No member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

ARTICLE XI.

Cumulative Voting

The right of members to cumulative voting in the election of managers is expressly prohibited.

ARTICLE XII.

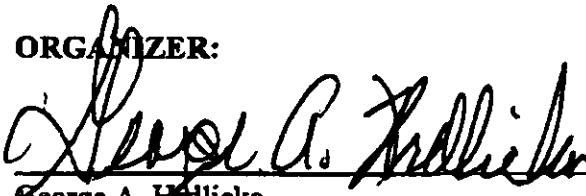
Organizer

The name and address of the organizer of the Company is as follows:

<u>Name</u>	<u>Address</u>
George A. Hrdlicka	1200 Smith Street, Suite 1400 Houston, Texas 77002-4310

IN WITNESS WHEREOF, the undersigned, being the organizer designated in Article XII, executes these Articles of Organization and certifies to the truth of the facts stated therein this 8th day of AUGUST, 2001.

ORGANIZER:


George A. Hrdlicka

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