

SEP 19 2001

**ARTICLES OF MERGER
OF
SABINE SURVEYORS, INC.
INTO
GULF COPPER MERGER, LTD.**

Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporation and limited partnership adopt the following Articles of Merger for the purpose of merging SABINE SURVEYORS, INC., a Texas corporations, with and into GULF COPPER MERGER, LTD., a Texas limited partnership (such entities being hereinafter referred to collectively as the "*Constituent Parties*").

ARTICLE I

An Agreement and Plan of Merger the "*Merger Agreement*") was approved and adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the merger of SABINE SURVEYORS, INC. with and into GULF COPPER MERGER, LTD., the Surviving Entity in the merger.

An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Entity at 320 Houston Ave., Port Arthur, TX 77640, and a copy of the Merger Agreement will be furnished by such entity on written request without cost to any shareholder of SABINE SURVEYORS, INC. and to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding. The Surviving Entity has complied with the provisions of its partnership agreement regarding furnishing partners copies or summaries of the Merger Agreement or notices regarding the merger.

ARTICLE II

The Certificate of Limited Partnership of GULF COPPER MERGER, LTD., the Surviving Entity, is attached hereto as Exhibit "A". Paragraph 1 of the Certificate of Limited Partnership of GULF COPPER MERGER, LTD., the Surviving Entity, is hereby amended to read as follows:

"1. The name of the partnership is SABINE SURVEYORS, LTD."

ARTICLE III

As to each corporation, the approval of whose shareholders is required, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the Merger Agreement, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
SABINE SURVEYORS, INC.	1,000	N/A	N/A

ARTICLE IV

As to each corporation, the approval of whose shareholders is required, the number of shares voted for and against the Merger Agreement, respectively, and as to each class or series entitled to vote thereon as a class, the number of shares of such class voted for and against the Merger Agreement, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
SABINE SURVEYORS, INC.	1,000	-0-	N/A	N/A	N/A

ARTICLE V

The approval of the Merger Agreement was duly authorized by all action required by the respective laws under which each of the Constituent Parties were incorporated or organized and by their respective constituent documents.

Merger Agreement provides that, since none of the parties hereto are submitting a certificate of good standing for purposes of merger issued by the Comptroller of Public Accounts, the Surviving Entity, GULF COPPER MERGER, LTD., will be responsible for all such fees and franchise taxes and that the surviving entity will be obligated to pay such fees and franchise taxes if the same are not timely filed.

ARTICLE VI

The Merger shall become effective on Aug. 1, 2001, at 11:59p.m.

IN WITNESS WHEREOF, the undersigned merging corporations have caused these Articles of Merger to be executed on this 8th day of Aug., 2001.

SABINE SURVEYORS, INC.

By: 

Steve Hale, President

GULF COPPER MERGER, LTD. by its general
Partner, Gulf Copper GP, L.L.C.

By: 

A. Morris Albright, Chairman of the Board

EXHIBIT A

CERTIFICATE OF LIMITED PARTNERSHIP OF GULF COPPER MERGER, LTD.

1. The name of the partnership is GULF COPPER MERGER, LTD.
2. The address of the registered office of the partnership is 320 Houston Ave., Port Arthur, TX 77640.
3. The name of the registered agent of the partnership is A. Morris Albright, Jr, and the address of the registered agent of the partnership is 320 Houston Ave., Port Arthur, TX 77640.
4. The address of the principal office where records of the partnership are to be kept and made available for inspection is 320 Houston Ave., Port Arthur, TX 77640.
5. The name of the general partner is Gulf Copper GP, LLC, a Texas limited liability company, and the mailing address of said general partner is 320 Houston Ave., Port Arthur, TX 77640.

GENERAL PARTNER:

GULF COPPER GP, LLC

By: 

Name: A. Morris Albright, Jr.

Title: Chairman of the board