



The State of Texas

SECRETARY OF STATE

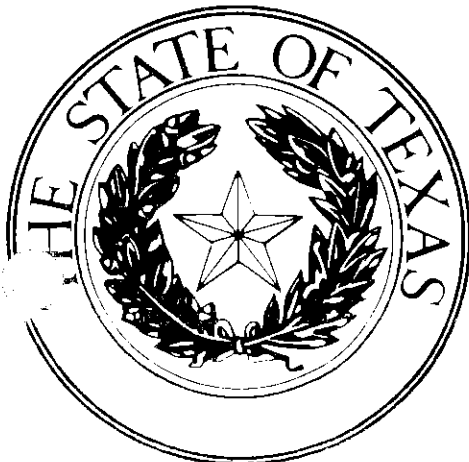
CERTIFICATE OF INCORPORATION OF ABERDEEN BUSINESS PARK OWNERS' ASSOCIATION, INC. CHARTER NUMBER 1425862-01


The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: December 16, 1996
Effective: December 16, 1996



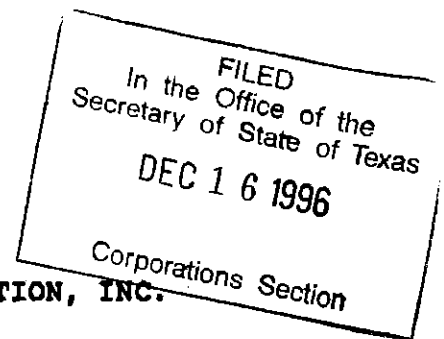


Antonio O. Garza, Jr.
Secretary of State

CEB

**ARTICLES OF INCORPORATION
OF**

ABERDEEN BUSINESS PARK OWNERS' ASSOCIATION, INC.



The undersigned natural person of the age of eighteen (18) years or more, who is a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is Aberdeen Business Park Owners' Association, Inc.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which said corporation is organized are for the carrying out of a civic and benevolent undertaking, namely, the promotion of property improvement and the safety, health and welfare of the owners and occupants of the Aberdeen Business Park, a commercial/industrial development in Harris County, Texas, owned by George Wimpy of Texas, Inc. and others, as the said property is described in that certain Amended and Restated Declaration of Protective Covenants and Restrictions for Aberdeen Business Park (the "Restrictions"), to be recorded in the Real Property Records of Harris County, Texas, covering those certain tracts or parcels of land known or to be known as Aberdeen

Business Park, and any additional property which may be added or annexed to the operation, control and jurisdiction of said corporation.

ARTICLE V

The corporation shall have members, all of whom shall be Lot Owners, as defined in the Restrictions (one member per Lot) in the Aberdeen Business Park, and any additional property as aforesaid stated. The bylaws of the corporation shall provide for the designation of classes of members, their manner of election or appointment, term of office, and the qualifications and rights of the members of each class.

ARTICLE VI

The name of the initial registered agent is Douglas G. Moss, and the street address of the initial registered agent of the corporation is 1101 Capitol of Texas Highway South, Building F, Suite 254, Austin, Texas 78746.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

Douglas G. Moss
1101 Capitol of Texas
Highway South
Building F, Suite 254
Austin, Texas 78746

Jeffrey Starcher
9766 Whithorn Dr.
Houston, TX 77095

Donna Paradoski
9766 Whithorn Dr.
Houston, TX 77095

ARTICLE VIII

No part of the net earnings of the corporation shall be distributed or otherwise inure to the benefit of any director of the corporation or any individual having a personal or private interest in the activities of the corporation, and the corporation shall not engage in any activity which includes the carrying on of propaganda or otherwise attempting to influence legislation, to intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IX

In the event of liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the directors shall dispose of the property and assets of the corporation in such manner as they, in the exercise of their absolute and uncontrolled discretion, and by majority vote, shall determine; provided, however, that such disposition shall be exclusively in the furtherance of the objects and purposes for which the corporation is formed, and shall not accrue to the benefit of any director of the corporation or any individual having a personal or private interest in the affairs of the corporation or any organization which engages in any activity in which the corporation is precluded for engaging.

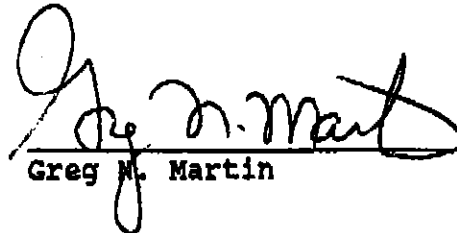
ARTICLE X

A director of the corporation shall not be liable to the corporation or its members for monetary damages for an act or

omission in the director's capacity as a director, except that this Article X does not authorize the elimination or limitation of the liability of a director for: (1) a breach of a director's duty of loyalty to the corporation or its members; (2) an act or omission not in good faith that constitutes a breach of duty of the directors to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

ARTICLE XI

The name and address of the incorporator is Greg N. Martin, 1200 Smith Street, Suite 3300, Houston, Texas 77002.



Greg N. Martin