

CERTIFICATE OF INCORPORATION
OF
ADMINISTRATIVE STAFF OF DELAWARE, INC.

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is Administrative Staff of Delaware, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1309 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 80,000,000, of which 20,000,000 shares shall be Preferred Stock, par value \$0.01 per share, and 60,000,000 shares shall be Common Stock, par value \$0.01 per share.

A. Preferred Stock: (1) The Preferred Stock may be issued from time to time in one or more series and in such amounts as may be determined by the Board of Directors. The voting power, dividends, preferences and relative, participating, special or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, of the Preferred Stock of each series shall be such as are fixed by the Board of Directors, authority to do so being hereby expressly granted, and as are stated and expressed in a resolution or resolutions adopted by the Board of Directors providing for the issue of such series of Preferred Stock (herein called the "Directors' Resolution"). The Directors' Resolution as to any series shall (a) designate the series, (b) fix the dividend rate, if any, of such series, the payment dates for dividends on shares of such series and the date or dates, or the method of determining the date or dates, if any, from which dividends on shares of such series shall be cumulative, (c) fix the amount or amounts payable on shares of such series upon voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, (d) state the price or prices or rate or rates, and adjustments, if any, at which, the time or times and the terms and conditions upon which, the shares of such series may be redeemed at the option of the Corporation or at the option of the holder; or holders of shares of such series or upon the occurrence of a specified event, and state whether such shares may be redeemed for cash, property or rights, including securities of the Corporation or another entity, and such Directors' Resolution may (i) limit the number of shares of such series that may be issued, (ii) provide for a sinking fund for the purchase or redemption of shares of such series and specify the terms and conditions governing the operations of any such fund, (iii) grant voting rights to the holders of shares of such series, provided that such shares shall not have more than one vote per share, (iv) impose conditions or restrictions upon the creation of subseries of the Corporation or upon the issuance of additional Preferred Stock or other capital stock ranking on a parity therewith, or prior thereto, with respect to dividends or distribution of assets upon liquidation, (v) impose conditions or

restrictions upon the payment of dividends upon, or the making of other distributions to, or the acquisition of shares ranking junior to the Preferred Stock or to any series thereof with respect to dividends or distributions of assets upon liquidation, (vi) state the time or times, the price or prices or the rate or rates of exchange and other terms, conditions and adjustments upon which shares of any such series may be made convertible into, or exchangeable for, at the option of the holder or the Corporation or upon the occurrence of a specified event, shares of any other class or shares or of any other series of Preferred Stock or any other class or shares of any other class or shares of the Corporation, and (vii) grant such other special rights and impose such qualifications, limitations or restrictions thereon as shall be fixed by the Board of Directors, to the extent not inconsistent with the Article FOURTH and to the full extent now or hereafter permitted by the laws of the State of Delaware.

(2) Except as by law expressly provided, or except as may be provided in any Directors' Resolution, the Preferred Stock shall have no right or power to vote on any question or in any proceeding or to be represented at, or to receive notice of, any meeting of stockholders of the Corporation.

(3) Preferred Stock that is redeemed, purchased or retired by the Corporation shall assume the status of nonvoting Preferred Stock and may thereafter, subject to the provisions of any Directors' Resolution providing for the issue of any particular series of Preferred Stock, be resumed in the same manner as authorized but unissued Preferred Stock.

B. Common Stock. All shares of the Common Stock of the Corporation shall be identical and except as otherwise required by law or as otherwise provided in the Directors' Resolution or Resolutions, if any, adopted by the Board of Directors with respect to any series of Preferred Stock, the holders of the Common Stock shall exclusively possess all voting power, and each share of Common Stock shall have one vote.

FIFTH: The name and mailing address of the sole incorporator of the Corporation is as follows:

<u>Name</u>	<u>Mailing Address</u>
David C. Beck	4200 Texas Commerce Tower Houston, Texas 77002

SIXTH: The number of directors constituting the Board of Directors shall be fixed as specified in the Bylaws of the Corporation, but shall not be less than three or more than 15. The directors shall be divided into three classes, designated Class I, Class II and Class III. The term for directors in Class I shall expire at the annual meeting of stockholders to be held in 1996; the initial term for directors in Class II shall expire at the annual meeting of stockholders to be held in 1997; and the initial term for directors in Class III shall expire at the annual meeting of stockholders to be held in 1998. Each class of directors shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors.

At the expiration of the initial term of each class of directors, and of each succeeding term of each class, each class of directors shall be elected to serve until the annual meeting of stockholders held three years from such expiration and until their successors are elected and qualified or until their earlier death, resignation, removal or retirement. Any increase or decrease in the number of directors constituting the Board shall be apportioned among the classes so as to maintain the number of directors in each class as near as possible to one-third the whole number of directors as so adjusted. Any director elected or appointed to fill a vacancy shall hold office for the remaining term of the class to which such directorship is assigned. No decrease in the number of directors constituting the Corporation's Board of Directors shall shorten the term of any incumbent director. Any vacancy in the

Board of Directors, whether arising through death, resignation or removal of a director, or through an increase in the number of directors of any class, shall be filled by the majority vote of the remaining directors. The Bylaws may contain any provision regarding classification of the Corporation's directors not inconsistent with the terms hereof.

A director of the Corporation may be removed only for cause and only upon the affirmative vote of the holders of a majority of the outstanding capital stock of the Corporation entitled to vote at an election of directors, subject to further restrictions on removal, not inconsistent with this Article SIXTH, as may be contained in the Bylaws.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, terms of office, filling of vacancies and other features of such directorships shall be governed by the terms of the Certificate of Incorporation applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Article SIXTH unless expressly provided by such terms.

SEVENTH: The names and mailing addresses of the persons who are to serve as directors of the Corporation until their successors are elected and qualified and the class of which each such person is a member are set forth below.

Class I:

<u>Name</u>	<u>Mailing Address</u>
James W. Hammond	19001 Crescent Springs Drive Kingwood, Texas 77339-3802
Scott C. Hinson	19001 Crescent Springs Drive Kingwood, Texas 77339-3802
Paul J. Saravali	19001 Crescent Springs Drive Kingwood, Texas 77339-3802

Class II:

<u>Name</u>	<u>Mailing Address</u>
Gerald M. McIntosh	100 Congress Avenue Suite No. 980 Austin, Texas 78701
Robert V. Walsh	100 Congress Avenue Suite No. 980 Austin, Texas 78701

Class III:

<u>Name</u>	<u>Mailing Address</u>
William E. Lange	19001 Crescent Springs Drive Kingwood, Texas 77339-3802

Paul S. Lammara

Bankers Trust
NY Corp.
130 Liberty Street
New York, New York 10005

Richard G. Rawson

19001 Crescent Springs Drive
Katywood, Texas 77359-3602

EIGHTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. The Board of Directors is authorized to alter, amend or repeal the Bylaws or adopt new Bylaws of the Corporation. The stockholders shall not repeal or change the Bylaws of the Corporation unless such repeal or change is approved by the affirmative vote of the holders of not less than 80% of the total voting power of all shares of stock of the Corporation entitled to vote in the election of directors, considered for the purposes of this paragraph A as a single class.

B. Election of directors need not be by written ballot unless the Bylaws so provide.

C. In addition to the powers herein or by statute expressly conferred upon the Corporation's directors, the Corporation's directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the statutes of Delaware, the Certificate of Incorporation, and any Bylaws adopted by the stockholders, provided, however, that no Bylaws hereafter adopted shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

D. No action shall be taken by the stockholders except at an annual or special meeting with prior notice and a vote. No action shall be taken by the stockholders by written consent.

NINTH: The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

TENTH: The Board of Directors is hereby authorized to create and issue, whether or not in connection with the issuance and sale of any of its stock or other securities, rights (the "Rights") entitling the holders thereof to purchase from the Corporation shares of capital stock or other securities. The times at which and the terms upon which the Rights are to be issued will be determined by the Board of Directors and set forth in the contracts or instruments that evidence the Rights. The authority of the Board of Directors with respect to the Rights shall include, but not be limited to, determination of the following:

- (a) The initial purchase price per share of the capital stock or other securities of the Corporation to be purchased upon exercise of the Rights.
- (b) Provisions relating to the times at which and the circumstances under which the Rights may be exercised or sold or otherwise transferred, either together with or separately from, any other securities of the Corporation.

(c) Provisions that adjust the number or exercise price of the Rights or amount or nature of the exercise or other property receivable upon exercise of the Rights in the event of a combination, split or recapitalization of any capital stock of the Corporation, a change in ownership of the Corporation's securities or a reorganization, merger, consolidation, sale of assets or other occurrence relating to the Corporation or any capital stock of the Corporation, and provisions restricting the ability of the Corporation to enter into any such transactions absent an assumption by the other party or parties thereto of the obligations of the Corporation under such Rights.

(d) Provisions that deny the holder of a specified percentage of the outstanding securities of the Corporation the right to exercise the Rights and/or cause the Rights held by such holder to become void.

(e) Provisions that permit the Corporation to redeem the Rights.

(f) The appointment of a Rights Agent with respect to the Rights.

ELEVENTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty by such director as a director, provided, however, that this Article ELEVENTH shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article ELEVENTH shall apply to, or have any effect on, the liability or alleged liability of any director of the Corporation for or with respect to any facts or omissions of such director occurring prior to such amendment or repeal. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further diminishing or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

TWELFTH: The provisions set forth in this Article TWELFTH and Articles SIXTH, EIGHTH, TENTH and ELEVENTH hereof may not be amended, altered, changed, repealed, repealed or rescinded in any respect unless such action is approved by the affirmative vote of the holders of not less than 66 2/3 percent of the total voting power of all shares of stock of the Corporation entitled to vote in the election of directors, considered for purposes of this Article TWELFTH as a single class. The voting requirements contained in this Article TWELFTH and in Article EIGHTH hereof shall be in addition to voting requirements imposed by law, other provisions of this Certificate of Incorporation or any designation of preferences in favor of certain classes or series of shares of capital stock of the Corporation.

THIRTEENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under §281 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement, and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said

consent or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on this Corporation.

THE UNDERSIGNED, being the sole incorporator heretofore named, for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Delaware (the "DCL"), does make this certificate, in accordance with Sections 101, 102 and 103 of the DCL, hereby declaring and certifying that this is his act and deed and that the facts herein stated are true, and accordingly has hereunto set his hand this 9th day of August, 1995.

David C. Buck
David C. Buck

STATE OF TEXAS
COUNTY OF HARRIS

SWORN TO AND SUBSCRIBED BEFORE me the undersigned notary on the 9th day of August, 1995



Murray Ann Spotts
Notary Public in and for
the State of Texas
My Commission expires:
8/29/97

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ADMINISTRATIVE OF DELAWARE, INC.**

Administrative of Delaware, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies:

FIRST: That in lieu of a meeting and vote of directors, the Board of Directors of the Corporation, by unanimous written consent filed with the Corporation in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, adopted resolutions approving and declaring advisable the following amendments to the Certificate of Incorporation of the Corporation:

(1) That Article SEVENTH of the Certificate of Incorporation be amended so that the address of Gerald M. McInchok is as follows:

19001 Crescent Springs Drive
Kingswood, Texas 77139-9802

and

(2) That Article EIGHTH of the Certificate of Incorporation be amended so that, in amended Paragraph A. of Article EIGHTH shall read in its entirety:

A. The Board of Directors is authorized to alter, amend or repeal the Bylaws or adopt new Bylaws of the Corporation. The stockholders of all first round or change the Bylaws of the Corporation unless such repeal or change is approved by the affirmative vote of the holders of not less than 66 2/3% of the total voting power of all shares of stock of the Corporation entitled to vote in the election of directors, recorded for the purpose of SEC paragraph A on a single class.

SECOND: THAT as of the date hereof, the Corporation has not received any payment for any of its stock.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 241 of the General Corporation Law of the State of Delaware.

Dr WILLIAMS WHERBOS, Administrator of Delaware, Inc. has issued this certificate to be signed by Paul J. Karpinski, Inc President, and witnessed by William E. Longin, Inc Secretary, this 31st day of September, 1991.

ADMINISTRATOR OF DELAWARE, INC.

By: 
WILLIAM E. LONGIN

ATTEST:

By: 
PAUL J. KARPINSKI