

FILED
In the Office of the
Secretary of State of Texas
FEB 19 1993
Corporations Section

ARTICLES OF ORGANIZATION
OF
NORTHWIND DEVELOPMENT, L.C.

The undersigned, a natural person of the age of eighteen (18) years of age or more, acting as the organizer of a limited liability company under the Texas Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE I

Name

The name of the limited liability company is NORTHWIND DEVELOPMENT, L.C. (the "Company").

ARTICLE II

Duration

The period of the Company's duration is thirty (30) years from the date of the filing of these articles with the Secretary of State of the State of Texas.

ARTICLE III

Purposes

The purposes for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the laws of the State of Texas.

ARTICLE IV

Principal Place of Business and Registered Agent

The address of the principal place of business for the Company in the State of Texas is 210 Wedgewood Drive, Laredo, Texas 78041 and the name and address of its initial registered agent in the State of Texas is Bruce J. Werstak, III, P.O. Drawer 6668, 602 East Calton Road, Laredo, Texas 78042-6668.

ARTICLE V

Management

The powers of the company shall be exercised by or under the authority of, and the business and affairs of the company shall be managed under the direction of one or more Managers. The number, classes and qualifications of Managers shall be fixed from time to time by or in accordance with the Regulations. The names and addresses of the persons who are to serve as initial Managers until the first annual meeting of Members or until their successors are duly elected are as follows:

NAME	ADDRESS
Marco Antonio Chavez Mayer	Tayne #317 Polanco, Mexico D.F.
Alejandro Diez Barroso Salido	210 Wedgewood Drive Laredo, Texas 78041
Ramon Diez Barroso Salido	1311 Nicklaus Loop Laredo, Texas 78041

ARTICLE VI

Liability of Members and Managers

Except as and to the extent the Regulations specifically provide otherwise, a Member or Manager shall not be liable for the debt, obligations or liabilities of the Company including liabilities under a judgment, decree or order of a court. A Manager shall not be personally liable to the Company or any of its Members for any monetary damages for any act or omission in his capacity as Manager except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article or the Regulations shall be prospective only, and shall not adversely affect any limitation of the personal liability of a Manager or Member of the Company at the time of the repeal or modification.

ARTICLE VII

Classes or Groups of Members

The Regulations may establish one or more classes or groups of one or more Members having the relative rights, powers and duties, including voting rights, and may provide for the future creation of additional classes or groups of Members having the relative rights, powers and duties, expressed either in the Regulations or at the time of the creation of such classes or groups of Members. The rights, powers or duties of a class or group of Members may be senior to those of one or more existing classes or groups of Members.

ARTICLE VIII

Denial of Cumulative Voting

Cumulative voting in the election of Managers is expressly prohibited.

ARTICLE IX

Denial of Preemptive Rights

Except as expressly provided in the Regulations, no Member shall, by reason of holding a unit or other membership interest in the Company, have a preemptive, preferential or other right to acquire any additional or greater membership interest in the Company or any right to subscribe to or acquire any additional or greater membership interest in the Company (or any security of the Company convertible into or carrying such a right).

ARTICLE X

Action Without Meeting

The Regulations may provide that any action required or permitted to be taken at a meeting of Members may be taken without a meeting if written consent thereto shall be signed by Members entitled to vote thereon having not less than the minimum number of votes that will be necessary to take such action at a meeting.

ARTICLE XI

Regulations

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Manager or Managers of the Company, subject to any power expressly vested by the Regulations

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in the Members to adopt, alter, amend or repeal the Regulations.

ARTICLE XII

Stock Transfer Restrictions

Except as expressly provided in the Regulations, no Member of the Company shall transfer, encumber, or dispose of any shares, as provided in the Regulations, without the unanimous consent of all Members and any attempted disposition, whether voluntary or involuntary, other than as provided in the Regulations, shall be of no effect whatever and shall give the attempted transferee no right whatsoever in the shares or in the Company.

ARTICLE XIII

Amendment of Articles

The Articles of Organization may be amended from time to time as provided in the Regulations.


ARTICLE XIV

Organizer

The name of the organizer is:

NAME	ADDRESS
Bruce J. Werstak, III	P.O. Drawer 6668 602 E. Calton Road Laredo, Texas 78042-6668

In witness whereof, the undersigned organizer has hereunto set his hand on this the 19th day of February, 1993.


BRUCE J. WERSTAK, III