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AMENDMENT TO ORIGINAL
CERTIFICATE OF LIMITED PARTNERSHIP
OF 17.2 LTD.

FILED
in the Office of the
Secretary of State of Texas

JUN 20 1997

Corporations Section

Pursuant to the provisions of Section 2.02 of the Texas Revised Limited Partnership Act V.A.T.S., Art. 6132A-1, 17.2 LTD. (the "Partnership"), a limited partnership which is subject to the provisions of the Texas Limited Partnership Act, adopts the hereinafter stated Amendment to its Original Certificate of Limited Partnership, such amendment to be effective upon being filed for record by the Secretary of State of Texas and thereupon becoming a provision of the partnership agreement. The undersigned hereby state the following:

1. The name of the Limited Partnership is 17.2. Ltd.
2. The following Amendments to the Original Certificate of Limited Partnership are necessary for the removal and substitution of a General Partner and the removal and substitution of limited partners and the change of the registered agent of the partnership, his address and the address of the office of the partnership, and are hereby adopted by the Partnership, to-wit:
 - a. The location of the principal place of business of the partnership is 1800 Bering, Suite 495, Houston, Texas 77057, or such other place as the General Partner may from time to time designate;
 - b. The Registered agent for the partnership shall be Alan Shelby, whose address is 1800 Bering, Suite 495, Houston, Texas 77057;
 - c. W. A. Komlos, the previous General Partner, has withdrawn from the partnership, and Alfredo Chedraui O. has been substituted as General Partner of the partnership, and certain interests of the Limited Partners have been transferred. As a result of such withdrawal, substitution and assignment of interests, the name and place of residence of each member, the General Partner, and Limited Partners, as of the date hereof are hereby designated as follows:

GENERAL PARTNER: ALFREDO CHEDRAUI O.
 Revolution 19
 Xalapa, Veracruz, Mexico

LIMITED PARTNERS: ANTONIO CHEDRAUI O.
 Revolution 19
 Xalapa, Veracruz, Mexico

ALFREDO CHEDRAUI O.
 Revolution 19
 Xalapa, Veracruz, Mexico

JULIAN SLIM
Hegel 134 Depto. 1002
Mexico, D.F. 11560
Mexico

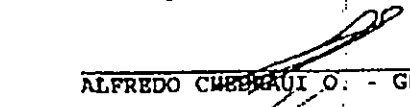
MICHEL KHOURY
Calderon de la Barca 33
Mexico, D.F. 11560
Mexico


FLACO CORPORATION
510 Wycliffe
Houston, TX 77079


d. The share of the profits or other compensation by way of income which each limited partner shall receive by reason of his interest is:

<u>NAME</u>	<u>SHARE OF PROFITS</u>
Antonio Chedraui O.	32.5%
Alfredo Chedraui O.	32.5%
Estate of Jose Slim, Deceased	10%
Michel Khoury	10%
Flaco Corporation	15%

IN WITNESS THEREOF, this Amendment of the Original Certificate of Limited Partnership has been duly executed on behalf of the parties hereto as of the 1st day of May, 1994.

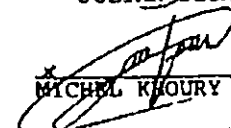

ALFREDO CHEDRAUI O. - GENERAL PARTNER


ANTONIO CHEDRAUI O. - LIMITED PARTNER


ALFREDO CHEDRAUI O. - LIMITED PARTNER

ESTATE OF JOSE SLIM - DECEASED

By: 
JULIAN SLIM, Executor - LIMITED PARTNER


MICHEL KHOURY - LIMITED PARTNER

FLACO CORPORATION

By: 
WILLIAM A. KOMLOS, President
LIMITED PARTNER


W. A. KOMLOS - Withdrawing General Partner