

ORIGINAL

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Article 6.06 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution.

- 1. The name of the Corporation is MEXI-PAN, INC.
Charter number 111297310.
- 2. The names and respective addresses of its officers are:

FILED
In the Office of the
Secretary of State of Texas

JUN 16 2000

Corporations Section

NAME/ ADDRESS	OFFICE HELD
ALFREDO CHEDRAUI	PRESIDENT
REVOLUCION NUMERO 16	
XALAPA, VERACRUZ	

JOSE A. CHEDRAUI	VICE PRESIDENT
REVOLUCION NUMERO 16	
XALAPA, VERACRUZ	

PEDRO BENITEZ	SECRETARY
REVOLUCION NUMERO 16	
XALAPA, VERACRUZ	

- 3. The names and respective addresses of its directors are:

NAME	ADDRESS
ALFREDO CHEDRAUI	REVOLUCION NUMERO 16, XALAPA, VERACRUZ
JOSE A CHEDRAUI	REVOLUCION NUMERO 16, XALAPA, VERACRUZ
PEDRO BENITEZ	REVOLUCION NUMERO 16, XALAPA, VERACRUZ

YOU MUST CHECK THE APPLICABLE STATEMENT IN ITEMS FOUR THROUGH SIX

- 4. A X A written consent to dissolve, A COPY OF WHICH IS ATTACHED, has been signed by all shareholders of the corporation or was signed in their names by their attorneys thereunto duly authorized.

OR

- B A resolution to dissolve, A COPY OF WHICH IS ATTACHED, was adopted by the shareholders of the corporation on the ___ day of _____. The number of shares outstanding and entitled to vote, and voting for and against the dissolution were as follows:

CLASS	SERIES	OUTSTANDING AND	TOTAL VOTED	TOTAL VOTED
		ENTITLED TO VOTE	FOR	AGAINST

_____ -0- _____

- 5. A X All debts, liabilities, and obligations of the corporation have been paid, satisfied, or discharged or adequate provision has been made for payment, satisfaction, or discharge thereof.

OR

- B The properties and assets of the corporation were not sufficient to pay, satisfy, or discharge all the corporation's debts, liabilities, and obligations. All properties and assets of the corporation have been applied so far as they would go to the just and equitable payment of those debts, liabilities, and obligations or adequate provision has been made for such application.

STATEMENT OF UNANIMOUS CONSENT OF DIRECTORS

(In Lieu of Special Meeting of Directors)

OF

MEXI-PAN, INC.

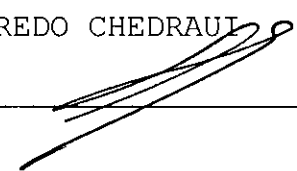
Pursuant to Article 9.10B of the
Texas Business Corporation Act

We, the undersigned, being the members of the Board of Directors of (corporation), do hereby consent that when we have signed this Statement of Unanimous Consent, or an exact counterpart thereof, the following resolutions shall then be deemed to be adopted, to the same extent, and to have the same force and effect, as if adopted at a formal meeting of the Directors of MEXI-PAN, INC., duly called and held for the purpose of acting upon the proposal to adopt said resolutions.

BE IT RESOLVED, that the Directors deem it desirable and advisable, in the judgment of the Directors, for the benefit of MEXI-PAN, INC., that it should be dissolved; and

BE IT FURTHER RESOLVED, that such proposal be presented to shareholders for their consideration in accordance with the provisions on the Article 6.02 of the Texas Business Corporation Act and in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended.

DATED: 02/29/2000

ALFREDO CHEDRAU


JOSE A. CHEDRAU


STATEMENT OF UNANIMOUS CONSENT OF SHAREHOLDERS

(In Lieu of Special Meeting of Shareholders)

OF

MEXI-PAN, INC.

Pursuant to Article 9.10A of the
Texas Business Corporation Act

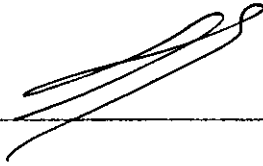
We, the undersigned, being the shareholders of MEXI-PAN, INC., do hereby consent that when we have signed this Statement of Unanimous Consent, or an exact counterpart thereof, the following resolutions shall then be deemed to be adopted, to the same extent, and to have the same force and effect, as if adopted at a formal meeting of the shareholders of MEXI-PAN, INC., duly called and held for the purpose of acting upon the proposal to adopt said resolutions.

BE IT RESOLVED, that the shareholders deem it desirable and advisable, and for the benefit of the shareholders and MEXI-PAN, INC., that MEXI-PAN, INC. be dissolved; and;

BE IT FURTHER RESOLVED, that the shareholders approve such proposal and the Directors and officers of MEXI-PAN, INC. are hereby authorized and directed to proceed with liquidation of the Corporation pursuant to the provisions of Article 6.02 of the Texas Business Corporation Act and in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended.

DATED: 02/29/2000

ALFREDO CHEDRAUI



JOSE A. CHEDRAUI



Vertical text on the right margin, possibly a page number or reference code.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

.OF

MEXI-PAN, INC.

This Plan of Complete Liquidation and Dissolution, hereinafter called the "Plan", is for the purpose of effecting a complete liquidation and dissolution of the above indicated MEXI-PAN, INC., hereinafter called the "Corporation", in accordance with the provisions of the Texas Business Corporation Act, pursuant to the following steps:

1. Resolution of Board of Directors. The Board of Directors, pursuant to Statement of Unanimous Consent of Director, dated the 31ST day of December, 1999, duly adopted the following resolution:

"BE IT RESOLVED, that the Board of Directors deem it desirable and advisable, in the judgment of the Board of Directors, and most for the benefit of MEXI-PAN, INC., that it should be dissolved; and

"BE IT FURTHER RESOLVED, that such proposal be presented to the shareholders for their consideration in accordance with the provisions of the Texas Business Corporation Act".

2. Adoption by Shareholders. The Plan shall be submitted to the shareholders of MEXI-PAN, INC. for adoption, at a meeting duly called and held by the shareholders of MEXI-PAN, INC. The Plan shall become effective upon its adoption by holders of record of not less than sixty-seven percent (67%) of the shares of stock of MEXI-PAN, INC. issued and outstanding.

3. Dissolution. The dissolution of MEXI-PAN, INC. shall take place under the laws of the State of Texas, and in accordance

with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986. MEXI-PAN, INC. will cease the active conduct of its business and wind up its affairs and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, no later than 5:00 P.M., Central Standard Time, December 31, 1999.

4. Assets and Liabilities. All assets and liabilities have been distributed to the shareholders of record.

5. Negotiation of Terms by Officers and Directors. The officers and Directors of MEXI-PAN, INC. are authorized from time to time to negotiate and consummate sales of all or any portion or portions of the properties of the Corporation, on such terms and conditions as they, in their discretion, shall deem beneficial to MEXI-PAN, INC., including the assumption by the purchasers of any or all liabilities of MEXI-PAN, INC. subject to any requisite approval of other action by the shareholders of the Corporation.

6. Intermediate Distributions. The Directors may, from time to time, authorize one or more distributions of property of MEXI-PAN, INC. in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities of MEXI-PAN, INC., and to continue the operation of such properties of MEXI-PAN, INC. as have not been sold at the time of any such distribution.

7. Final Distribution. Prior to 5:00 P. M., Central Standard Time, December 31, 1999, such as of the assets of MEXI-PAN, INC. as have not previously been distributed, and in the opinion of its Directors need no longer be retained to meet claims or liabilities, shall be distributed to the holders of the Corporation's common shares.

8. Cancellation of Outstanding Shares. Each of the foregoing distributions in complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding common shares of MEXI-PAN, INC., and the shareholders shall, if the Directors so determine, surrender their certificates for such shares for recording thereon receipt of distributions prior to the final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.


9. Authorization to Execute and File Documents. The officers and Directors of MEXI-PAN, INC. are authorized, empowered, and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intention of this Plan, including Articles of Dissolution, pursuant to the provisions of Article 6.06 of the Texas Business Corporation Act, and information returns on U. S. Treasury Department Forms 966, 1096 and 1099DIV, together with income tax returns and the information required by the applicable regulations.

10. Authorization of Necessary Acts. The officers and Directors of MEXI-PAN, INC. are authorized, empowered and directed to do any and all other things in its name and behalf which they deem necessary or advisable in order to carry out the purpose and intention of this Plan. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of MEXI-PAN, INC.

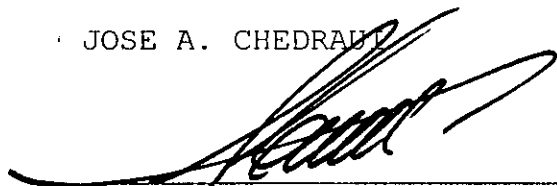
11. Intent. It is intended that this Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation within the terms of Sections 331 and 336 of the Internal Revenue Code of 1986. This Plan shall be deemed to authorize such action as, in the opinion of counsel for MEXI-PAN, INC., may be necessary to conform with the provisions of Sections 331 and 336.

DATED: 02/29/2000

ALFREDO CHEDRAUI



JOSE A. CHEDRAUI



11/11/2000 10:00:00 AM



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

CAROLE KEETON RYLANDER • COMPTROLLER • AUSTIN, TEXAS 78774

June 15, 2000

MEXI-PAN INC
1800 BERING DR STE 495
HOUSTON, TX 77057-3168

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Carole Keeton Rylander, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

MEXI-PAN INC

is out of business, that all required reports for taxes administered by the Comptroller have been filed and that taxes due on those reports have been paid. This certificate may be used for the purpose of dissolution, conversion, merger, or withdrawal with the Texas Secretary of State. This certificate is valid through December 31, 2000.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 15th day of
June, 2000 A.D.

A handwritten signature in cursive script that reads "Carole Keeton Rylander".

CAROLE KEETON RYLANDER
Comptroller of Public Accounts

Taxpayer number: 1-76-0282695-4
File number: 01112973-00