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MICHAEL C. COKER
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October 15, 2002

Mr. Raymond L. Woodward
BHL Consulting, Inc.
305 S. Broadway, Suite 702
Tyler, Texas 75702

Re: ETGS

Dear Raymond:

Please find enclosed the Certificate of Restated Articles of ETGS which I received from the Secretary of State.

Thank you for your assistance, and please contact me if you have any questions.

Sincerely,



MICHAEL C. COKER

MCC:jm
Encl.



Office of the Secretary of State

CERTIFICATE OF RESTATED ARTICLES OF

ETGS
157940901

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity have been received in this office and have been 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 Restated Articles.

Dated: 09/18/2002

Effective: 09/18/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

SEP 18 2002

Corporations Section

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF ETGS**

ARTICLE ONE

The name of the corporation is ETGS. The corporation hereby adopts restated articles of incorporation which accurately copy the articles of incorporation and all amendments thereto that are in effect to date and such restated articles of incorporation contain no change in any provision thereof.

ARTICLE TWO

The restated articles of incorporation were adopted in the following manner: The restated articles were adopted by consent in writing by all members entitled to vote with respect thereto.

ARTICLE THREE

The articles of incorporation and all amendments and supplements thereto are hereby superseded by the following restated articles of incorporation which accurately copy the entire text thereof:

I, the undersigned natural person above the age of 18 years, acting as an incorporator, adopt the following Amended Articles of Incorporation of ETGS under the Texas Nonprofit Corporation Act:

(1) The name of the corporation is ETGS (the "Corporation").

(2) The Corporation is a nonprofit corporation, and is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

(3) The period of duration of the Corporation is perpetual.

(4) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Internal Revenue Code, Section 501 (c) (3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on(a) by a Corporation exempt from Federal income tax

under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

(5) The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Texas Nonprofit Corporation Act.

(6) Upon dissolution of this Corporation all assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

(7) The street address of the initial registered office of the Corporation is 102 N. College, Suite 1500, Tyler Town Center, Tyler, Texas, 75702, and the name of the initial registered agent at such address is Bob Hulse.

(8) The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors shall be provided in the Bylaws of the Corporation. The initial Board of Directors shall consist of 4 individuals. The number of directors may be increased or decreased, except as may be restricted by law, by amendment of the Bylaws. The initial Board of Directors shall consist of the following persons at the following addresses:

Bob Hulse
102 N. College, Suite 1500
Tyler Town Center
Tyler, Texas 75702

James L. Bedford
P.O. Box 6943
Tyler, Texas 75702

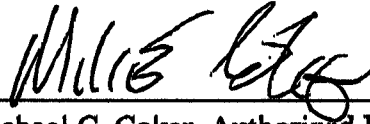
Phil Clymer
1102 Shepherd Lane
Tyler, Texas 75701

Johnnie P. Wanger
777 S. Broadway Avenue, Suite 222
Tyler, Texas 75701

(10) The name and address of the incorporator of the Corporation is:

Mike Coker
4540 Kinsey Drive
Tyler, Texas 75703

Dated this 16th day of September, 2002.



Michael C. Coker, Authorized Representative