

Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

OPERATION HELMET, INC.

Filing Number: 800400142

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation 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 Incorporation.

The issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 10/08/2004

Effective: 10/08/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

**ARTICLES OF INCORPORATION
PURSUANT TO ARTICLE 3.02
TEXAS NON-PROFIT CORPORATION ACT**

Article 1 - Corporate Name

The corporation formed is a non-profit corporation. The name of the corporation is OPERATION HELMET, INC., (the "Corporation").

Article 2 - Registered Agent and Registered Office

The initial registered agent is an individual resident of the state whose name is Robert H. Meaders. The business address of the registered agent and the registered office address is 74 Greenview Street, Montgomery, Texas 77356

Article 3 - Management

Management of the affairs of the Corporation is to be vested in its board of directors. The number of initial directors shall be three (3). The number of directors shall be set by the bylaws of the Corporation as may be amended from time to time, provided that the number of directors may never be less than three (3). The names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are:

Robert H. Meaders
74 Greenview Street
Montgomery, TX 77356

Samuel J. Visage
108 West Pines
Montgomery, TX 77356

Robert M. Fellers
19 Promenade North
Montgomery, TX 77356

Article 4 - Organizational Structure

The Corporation will not have members.

Article 5 - Duration

The period of duration is perpetual.

Article 6 - Purpose

The Corporation is organized for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

Article 7 - Restrictions

Notwithstanding the foregoing or anything to the contrary herein, the Corporation may not:

A. Engage in any activity or take any action prohibited by the Texas Non-Profit Corporation Act.

B. Pay any dividend or distribute any part of the income of the Corporation to its members, if any, directors, if any, or officers.

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B. Pay any dividend or distribute any part of the income of the Corporation to its members, if any, directors, if any, or officers.

D. Engage in any activities, except to an insubstantial degree, that are not in furtherance of the purpose or purposes of the Corporation.

E. Conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations.

F. Serve any private interest except if clearly incidental to the public benefit provided by the Corporation.

G. Allow any of the Corporation's net earnings to inure to the benefit of the members, if any of the Corporation, or any private individual.

H. Engage in more than an insubstantial degree in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not directly or indirectly participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, except as allowed by Internal Revenue Code and its regulations.

I. Allow upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation to be distributed to anyone other than an organization which would then qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code for use in furtherance of the purpose or purposes for which the Corporation was organized or to the State of Texas for public purposes.

J. Make distributions at such time and in such manner as to subject it to tax under Section 4942 of the Internal Revenue Code of 1986 (the "Code").

K. Engage in any act of self-dealing which would be subject to tax under Section 4941 of the Code.

L. Retain any excess business holdings which would subject it to tax under Section 4943 of the Code.

M. Make any investments which would subject it to tax under Section 4944 of the Code.

N. Make any taxable expenditures which would subject it to tax under Section 4945 of the Code.

Article 8 - Action Without a Meeting by Directors or Committees

Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the directors of the Corporation or any action that may be taken at a meeting of the directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors, or committee members as would be necessary to take that action at a meeting at which all of the directors or members of the committee were present and voted.

Article 9 - Indemnification

The Corporation shall indemnify and advance expenses to the full extent permitted by Article 1396-2.22A of the Texas Non-Profit Corporation Act and other applicable law, present and former directors, officers, employees, and agents of the Corporation and persons serving or formerly serving at the request of the Corporation as directors, officers, partners, venturers, proprietors, trustees, employees, agents or similar functionaries of another foreign or domestic corporation, employee benefit plan, other enterprise or entity against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in any threatened, pending or

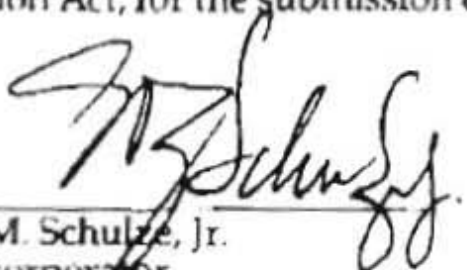
investigation that could lead to such an action suit or proceeding, because the person is or was acting in one of the capacities set forth above.

Incorporator

The name and address of the incorporator is:

E.M. Schulze, Jr.
214 Nursery Road
The Woodlands, TX 77380

The undersigned incorporator signs these articles of incorporation subject to the penalty imposed by Article 10.02, Texas Business Corporation Act, for the submission of a false or fraudulent document.



E.M. Schulze, Jr.
Incorporator