

ATTORNEY FROYLAN LARRAGA REYES
NOTARY PUBLIC NUMBER ONE
SANTA MARIA DEL RIO, S.L.P.

Found Seal in Black Ink reading:

"Attorney Froylán Lárraga Reyes
State of San Luis Potosí
United Mexican States
Notary Public Number One
Santa María del Río, S.L.P.

VOLUME TWENTY FIFTH

In Santa María del Río, Municipality of the State of San Luis Potosí at 12:00 hours, on this Fourteenth day of August, 1991 before me, Froylán Larraga Reyes, Attorney at Law, and Notary Public in and for this Judicial District, appeared Messrs. Jorge Molfo Hermosillo Silva, Javier Capos Hermosillo, Jaime Antonio de Fuente Mora, José Raúl Antonio Rodríguez Rodríguez and Lucía Laura Kather Díaz González, all of them by their own right; and Attorney Mr. Manuel García Barragán on behalf of Environ Technologies, Inc., and declared they have agreed to incorporate a stock company of variable capital therefore they enter this Agreement and render the following:

BY LAWS

CHAPTER ONE

NAME, DOMICILE, CORPORATE PURPOSE AND TERM

ARTICLE ONE. The name of the corporation is ECO ADMINISTRATION, and this will be followed by the words STOCK COMPANY OF VARIABLE CAPITAL or by the abbreviation thereof, "S.A. de C.V."

ARTICLE TWO. The domicile of the corporation is the City of Santa María del Río, San Luis Potosí, S.L.P., and it may establish agencies or other offices anywhere within the Mexican Republic or abroad. The corporation may appoint conventional domiciles for the agreements into which it enters.

ARTICLE THREE. The purpose of the corporation shall be: a) treat, confine, incinerate, regenerate, recycle and transform industrial waste; b) buy, sell, commercialize and store industrial waste; c) install, exploit and operate all kind of plant, machinery, industrial equipment and commercial equipment of its branch of industry; d) contribute to the prevention and control of the ground, water and air contamination through the adequate treatment of industrial solid and liquid waste and the correct management of dangerous substances; e) execute all kind of contracts and agreements related to the above-mentioned purposes; f) sell or otherwise dispose of patents, trademarks, commercial names, copyrights, industrial property, or privileges from any authority; g) acquire, oversee, sell, lease, administer, or otherwise dispose of any goods necessary for the management of the corporation; h) establish, acquire, build, dispose of, lease, exploit and possess in any permissible form permitted by law, the personal property and real estate necessary or related to the objectives of the corporation; i) undertake all types of commercial activities in its own name, or in the name of its principals, mandataries, or other represented parties; j) subscribe, draw, accept and endorse, guarantee or in any other manner back up negotiable instruments; k) grant or take loans with or without guaranty; l) acquire shares, debentures, equity and interests from all kinds of enterprises and corporations either appearing at the time of their incorporation or being a part of thereof; m) establish agencies and branch offices in the Mexican Republic or abroad and designate conventional domiciles in the agreements in which it may enter; n) in general, within the parameters of the law, enter into all agreements and realize all acts which may be necessary or convenient or may be related with the above objectives.

TERM

ARTICLE FOUR. The term of the corporation will be ninety-nine years, counted as of the date of signature of the present

instrument. Said term is extendable subject to the approval of the Shareholder Assembly.

CAPITAL STOCK AND SHARES

ARTICLE FIVE. The capital stock is variable in nature. The minimum fixed capital, without rights of withdrawal, will be Mex. Ps. \$100,000,000.00 (ONE HUNDRED MILLION 00/100 MEXICAN PESOS), which will be represented by 10,000 (TEN THOUSAND) common shares, with a par value of Mex. Ps. \$10,000.00 (TEN THOUSAND 00/100 MEXICAN PESOS), equally of the "A" and "B" series. The variable capital will be unlimited and will be represented by shares of the "AA" and "BB" series with the same characteristics.

The shares of the "A" or "AA" series will correspond to the Mexican series and shall represent at all times that proportion of capital stock that is reserved for Mexican investors, thus, these series shall only be acquired by Mexican investors, and the shares of the "B" or "BB" series shall represent the remaining portion of capital stock.

ARTICLE SIX. The stock certificates shall be distributed during a period no longer than a year, counted as of the date of the signature of this instrument. Until the final stock certificates are disbursed, provisional stock certificates will be distributed that will bear always the name of the holder, and such certificates should be exchanged at the earliest opportunity for the final stock certificates. The final stock certificates and the provisional stock certificates may contain one or more shares, shall contain the requirements mentioned in Article 125 of the General Law of Mercantile Companies, shall contain Article Eight of this instrument, and shall contain the signature of two members of the Board, one of them designated for the "A" and "AA" series of shares, and the other designated for the "B" and "BB" series of shares.

ARTICLE SEVEN. With any increase or decrease of capital stock, the proportion of shares series "A" and "AA" and "B" and "BB" will be maintained according to that established in Article Five.

In case of an increase in capital stock, the shareholders of each series will have a preferred right to subscribe to such increase in capital stock by acquiring shares of their series proportionally to the number of shares of which they are already holders, with the understanding that they may designate any person that is a founding partner to exercise said right, or they may designate any corporation in which they are a majority shareholder, and they shall exercise said right within fifteen days of the publication of the increase in capital stock, such publication to be in the Official Daily of the Federation or in any of the newspapers "Excelsior," "Universal" or "Novedades," and shall contain the approval of the increase of capital. However, if in the General Assembly all the shares making up the capital stock are represented, the fifteen-day period will be counted as of the date in which the Assembly meeting was held, and the shareholders will be considered notified at that moment, and publication will be unnecessary. If any shareholder of any series desires not to subscribe to the increase in capital stock, the remaining shareholders of such series will have the right to subscribe to the part corresponding to the non-participating shareholder, in proportion to the sum of shares of which said non-participating shareholder is holder. If none of the shareholders of any of the series desires to subscribe to the increase in capital, or any part of such increase, the right of subscription will correspond to the shareholders of the other series, in accordance with the sum of the shares of which they are holders, with the understanding that if "A" and "AA" series are involved, shareholders of "B" and "BB" series may not subscribe, but said shareholders may designate persons with sufficient legal capacity to subscribe to such "A" and "AA" series.

ARTICLE EIGHT. For the transfer of shares, the following rules shall be observed:

a) The transfer of property of shares requires prior approval of the Board of Directors;

b) The shareholder that desires to sell or transfer his or her shares, should first offer them to the other shareholders that are holders of the same series, such offering to be executed through the Board of Directors. The shareholders shall have a period of thirty (30) days, as of the day on which the offering takes place, to exercise their preferred right to acquire said shares, and if said right is exercised, the shareholders shall pay, within five (5) business days of acceptance, the price solicited by the seller. If the shareholders holding the same series of shares do not exercise their preferred buying rights, or if they do so but do not make timely payment for said shares, the preferred right will pass on to the shareholders of other series and they may exercise the preferred right either directly, if permissible, or through a designated person with legal capacity to do so; the period for which said preferred right may be exercised shall be ten (10) calendar days counted as of the date the period above-established would have expired and the term for payment for the shares will be five (5) days as of the date on which the buyers would have notified their desire to exercise their preferred right;

c) If all the periods and terms mentioned above in paragraph b) expire, and none of the shareholders has exercised his or her preferred right by buying shares, the Board of Directors may authorize the sale of the shares to any person that the selling shareholder proposes, if the former has the capacity to buy said shares, or the Board of Directors may reject the sale of shares to said person, designating instead a buyer for said shares at a price higher than book value, according to the most recent audited balance sheet, or five times the average of the corresponding profits of said shares during the last three accounting periods.

SHAREHOLDER'S ASSEMBLIES

ARTICLE NINE. The General Assembly of Shareholders is the supreme body of the corporation. General Assemblies may be ordinary or extraordinary in nature. Extraordinary Assemblies are those that are convened to deal with any of the matters outlined in Article One Hundred Eighty Two (182) of the General Law of Mercantile Companies and the matters outlined in Article Twenty One (21) of that Statute. The remaining Assemblies shall be Ordinary and shall include, in addition to the matters listed on the Assembly's agenda, those matters listed in Article One Hundred Eighty One (181) of the General Law of Mercantile Companies. The meetings shall be held at the social domicile, except in case of force majeure or Act of God.

ARTICLE TEN. The Ordinary Assembly will be convened at least once per year, within the four (4) months following the closure of fiscal year and on the date designated by the Board of Directors. The Extraordinary Assemblies will be convened whenever necessary to deal with a material matter pertinent to such type of Assembly. All other Assemblies shall be convened according to the terms outlined in Articles One Hundred Eighty Three through One Hundred Eighty Five (183-185) of the above-mentioned Law; such meetings will be presided by the President of the Board of Directors, or, in his absence, by the Vice-President, or, in both their absences, by the person designated by the Assembly. The call to the Assembly meetings shall be published in the Official Daily of the Federation, or in any other of the following newspapers: "Excelsior," "Universal," or "Novedades," and the person publishing said call should assure that the first call is published at least fifteen (15) days prior to the designated date of the Assembly meeting, and, for the second call, at least ten (10) days prior to the designated date for the Assembly meeting. The published call shall include the meeting's Agenda and shall be signed by the person executing the call.

ARTICLE ELEVEN. The call will not be necessary if, at the moment of voting, all shares and shareholders are represented.

ARTICLE TWELVE. In order that an Ordinary Assembly be considered legally convened, at least sixty-five percent (65%) of the shares representing the capital stock shall be present, and any resolutions shall be valid only if decided by a margin of sixty-five percent (65%) of the shares present.

In the Extraordinary Assemblies, at least three-fourths of the capital should be represented, and resolutions shall be approved by a majority vote of the shares, representing at least sixty-five percent (65%) of the capital stock. If the Ordinary Assembly cannot be undertaken on the designated date, a second call will be had, expressing the circumstances, and in the Assembly all matters indicated in the Assembly Agenda will be resolved, regardless of the number of shares represented, and any decisions taken will be held valid when taken by a majority vote of the shares representing sixty-five percent (65%) of the capital stock. Regarding Extraordinary Assemblies, decisions will be taken in the first or subsequent proceedings by a majority vote of the shares representing at least sixty-five (65%) of the shares of capital stock. A period of no less than ten (10) days should exist between the first and second call.

ARTICLE THIRTEEN. The shareholders, including those residing abroad, may be represented in the Assemblies by proxy, whether or not they are partners. To this end, a simple power of attorney signed by the executing party and two witness will suffice.

ARTICLE FOURTEEN. Before the Assembly is undertaken, the person presiding the Assembly shall designate two tellers to fill out an attendance roll of the shareholders present in person or by proxy, with a report of the number of shares that each shareholder represents. Said attendance roll will be signed by the tellers and will be annexed to the appendix of the corresponding minutes of the

meeting.

ARTICLE FIFTEEN. The Minutes of the Assembly Meetings will be recorded in a book designated by the corporation especially for this purpose, and the minutes will be signed by those that acted as President and Secretary of the Assembly meeting, as well as by the statutory auditors ("Comisarios") in attendance.

MANAGEMENT OF THE CORPORATION

ARTICLE SIXTEEN. The management of the corporation will be by a Board of Directors, composed of the number of Regular Directors and alternates determined by the Assembly. The Regular Directors, in any case, shall not be less than four or more than eight. The same number of Regular Directors and their respective alternates, will be designated by the Assembly for the shares of the "A" and "AA" and "B" and "BB" series. In addition, a Chief Executive Officer, directors, general or special managers and sub-managers, and other officers, may exist as according to the decisions of the Board of Directors, who will appoint said officers. The members of the board, as well as the directors, managers and sub-managers, may be partners or persons outside the corporation. The position of board member can be held concurrently with that of Chief Executive Officer, manager and sub-manager.

ARTICLE SEVENTEEN. The members of the board designated for the "A" and "AA" series of shares shall occupy the positions of President of the Board, Treasurer and Board Members, and members of the board designated for the "B" and "BB" series of shares shall occupy the positions of Vice-President of the Board, Members, and Secretary, with the understanding that the Secretary is not required to be a member of the Board. The position of Treasurer shall be undertaken by any board member regardless of the series of shares to which he or she corresponds. The Assembly that designates the members of the board shall also execute the

designation of all related positions.

ARTICLE EIGHTEEN. The members of the Board of Directors, Directors, Managers and Sub-Managers will function in their positions for an indefinite period of time, or for a defined period of time, depending on what is determined when the person is appointed. To this effect, the years will be counted as of one General Assembly to the other of the same kind. The officers will continue functioning in their positions until new appointments are made and until their predecessors take possession of the positions, and said officers may be reelected indefinitely.

ARTICLE NINETEEN. The appointments of directors, managers and sub-managers will always be unconditionally revocable by the Shareholders Assembly or by the Board of Directors, subject to compliance with, however, in the case of director or general manager of the corporation, those requirements set forth in Article Twenty-One of these statutes.

ARTICLE TWENTY. The members of the board will guaranty their management by depositing as surety the amount of Mex. Ps. \$10,000.00 (TEN THOUSAND PESOS 00/100) or one share of the corporation, or by posting a surety bond that is satisfactory to the Assembly, that will not be returned to said members of the board until after an accounting is executed corresponding to the period of the counsellor's service.

ARTICLE TWENTY ONE. The Board of Directors will convene trimestrally on the dates determined by the Board, and such meetings shall be considered Ordinary Meetings of the Board of Directors. Likewise, the Board of Directors will convene when called upon to do so by the Chairman of the Board, the Secretary of the Board, or the Statutory Auditor ("Comisarios") of the corporation, all of whom, when calling said meeting, the call will be done ten (10) days in advance of the date on which the Board

meeting is to be held, such meetings being considered Special Board Meetings. The call must be made in writing and be sent by telegram, cable or telefax or to be hand-delivered to each Board Member, at the address that he or she has previously designated to the corporation for such call, and the call should include the Meeting Agenda wherein shall be designated the matters that will be dealt with in the meeting. The Board of Directors will function validly with the concurrence of seventy-five percent (75%) of the Regular Directors or the alternate Directors, such alternate Directors supplanting and functioning in the absence of the Regular Directors. The resolutions will be passed, in any case, by a majority of votes of the present Directors, except:

a) in the following cases. For the resolutions to be valid, they should be adopted by a majority vote of the designated members of the board, with at least two (2) members of the board of the same share series concurring in the majority vote:

1. Approval of the annual budget for working capital and its form of financing;
2. Obtaining of credits or loans that individually exceed the sum of \$25,000.00 U.S.D. (TWENTY FIVE THOUSAND DOLLARS) or, sums that, because of their total, when combined with other credits or loans previously obtained, exceed the sums contained in the approved annual budget;
3. The designation or removal by the Chief Executive Officer of the highest official in charge of the area of finances and treasury and the External Auditor of the Corporation;
4. The proposal to the Assembly for the distribution of dividends in an amount that exceeds twenty percent (20%) of the net profits;
5. The sale or encumbrance of capital assets of the corporation;
6. The granting of guaranties of any class or type;
7. The acquisition of other corporations or businesses;
8. The acquisition of shares of other corporations;
9. The contracting of professionals or licentiates for

- technical assistance, technology, and technical services;
10. The formation of agencies or subsidiaries; and
 11. The granting of power and authority involved with abilities to undertake any of the actions referred to in points 1 through 10 above.

b) A favorable vote of one hundred percent (100%) will be required of the Directors for approval of transfer of shares.

Of each session of the Board of Directors, a memorandum of the minutes will be drawn up which will contain the approved resolutions, and which will be signed by the person Presiding the session and by the Secretary, the other Members and the Statutory Auditor ("Comisario") if they all concur with the action taken.

ARTICLE TWENTY TWO. The Board of Directors shall have the following powers and capacities: a) Those included in the general powers for lawsuits and collections, to administrate property and to execute acts of ownership, with all the general powers and the special powers that require special clause according to the Law, referred to in Article two thousand five hundred and fifty four (2,554) of the Civil Code of the Federal District and its correlated Civil Codes of the States; to represent the corporation before administrative, judicial and federal authorities, and those authorities of the states and municipalities, and before conciliation and arbitration meetings and remaining labor authorities, and before arbitrers and arbitrators. The above-mentioned powers and capacities include, but are not limited to: power to interpose and to withdraw all classes of judgment and recourse, including "amparo;" to settle, subject to arbitration, articulate and absolve positions, to terminate assets, to challenge, to receive payments, to object, to execute and revise collective labor contracts, to make waivers, submissions and covenants necessary and according to Article twenty seven (27) of the Constitution and its accompanying regulatory and interpretive legislation, as well as with the Law of Nationalization and Naturalization, and the Law to Promote Mexican Investment and to

Regulate Foreign Investment; b) Undertake all operations and enter into, modify and rescind contracts inherent to the purposes of the corporation; c) Grant, emit, circulate, accept, endorse, vouch for, back up, or for any other reason subscribe to credit documents, as well as protest to such documents; ch) manage bank accounts; d) Deposit and withdraw all class of deposits; e) Appoint and remove Managers, Sub-Managers, Factors, Agents and Employees of the corporation, and determine their respective powers, obligations and remuneration; f) Confer general or special powers and revoke such powers; g) Execute the resolutions of the Assembly; h) Representing the corporation when it forms a part of other corporations, buying and suscribing to shares, or also intervening as a party in the incorporation of other corporations; i) Establish and dissolve other offices, agencies or dependencies; j) Admit and exercise in the name of the corporation powers and representations of persons or negotiations here or abroad, and to enter into agreements in name of the corporation or to appear for judgment; k) Present lawsuits and complaints of a criminal character and to cease to do so when they proceed, and to establish itself as coadjutor with the Public Ministry. The powers above mentioned shall only be limited by the fact that, to undertake the actions enumerated as points 1 through 11 of paragraph a) and paragraph b) of Article Twenty One, the resolutions concerning them shall be adopted by a majority of votes that the clause establishes.

ARTICLE TWENTY THREE. To the Chairman of the Board of Directors shall correspond, unless expressly designated to another Member, the representation and execution of the resolutions. He will preside at the Meetings of the Board of Directors and the Shareholders Assemblies, but he will not have a deciding vote in case of a tie. In case of the Chairman's absence, he will be substituted by the Vice-President, if one exists, with all the rights and obligations. The Secretary, who may or may not be a member of the Board, will authorize the certified copies or extracts of the Decisions of the Board of Directors or the

Assembly, and the remaining documents of the corporation, will keep a record and receive the correspondence of the Board of Directors and the books containing the proceedings and minutes and the Share Registry. The Treasurer will have control of the funds and goods of the corporation and will ensure that the accounting be duly undertaken. The Members will likewise have the attributes as designated in this instrument, at the Assemblies, or as the Board of Directors designates.

ARTICLE TWENTY FOUR. The Chief Executive Officer, Director, Managers and Sub-Managers will have the powers that are conferred upon them when designated as such, said powers at all times to be amplified or restricted as according to the Board of Directors or the Shareholders Assembly, and, in addition, will have the responsibility, regardless of their position, the matters of administration, resolution and attention to labor-related matters, whether individually or collectively, and the specific powers for administrative action for such matters and the representation of the corporation before all classes of federal, local and municipal authorities related to the same.

VIGILANCE OF THE CORPORATION

ARTICLE TWENTY FIVE. The vigilance of the corporation will be the responsibility of one or more Statutory Auditors ("Comisarios") such positions to be defined by the Assembly. Every shareholder, or group of shareholders representing at least twenty five percent (25%) of the capital stock, will have the right to name one of said Statutory Auditors ("Comisarios") and his or her alternate. The Statutory Auditors ("Comisarios") need not act jointly or severally. They may be partners or strangers to the corporation and will remain in their position for the period designated by the Assembly, but shall continue undertaking their functions until new Statutory Auditors ("Comisarios") are appointed and take possession of their positions. They may be re-elected indefinitely and will

have the rights, powers and obligations outlined in Article One Hundred Seventy Six (176) of the General Law of Mercantile Companies. They will manage in the same way that the members of the Board of Directors manages.

DISTRIBUTION OF PROFITS AND LOSSES

RESERVE FUND

ARTICLE TWENTY SIX. From the net profits will be deducted annually the percentage that the Shareholders Assembly determines to be deposited in the legal reserve fund, and such percentage will not be less than five percent (5%), until the fund contains, at least, the equivalent of one-fifth of the capital stock. This fund shall be replenished in the same way when, for any reason, it is depleted. The rest of the profits will be at the disposal of the Assembly.

ARTICLE TWENTY SEVEN. The losses will be distributed between the partners proportionally to their shares, and will not exceed the amounts held by each.

DISSOLUTION AND LIQUIDATION

ARTICLE TWENTY EIGHT. The corporation will be dissolved at the conclusion of the term outlined in Article Four, unless the term is extended before its expiration date and it will be dissolved according to the cases foreseen in sections two and five of Article Two Hundred Twenty-Nine (229) of the General Law of Mercantile Companies.

ARTICLE TWENTY NINE. If the corporation is to be dissolved, it will be put into liquidation status, such status being the responsibility of one or more liquidators, depending on what the Assembly decides, such liquidators to work jointly if more than one. The liquidator or liquidators will proceed with the

liquidation and distribution of the product among the shareholders according to the number shares each possesses, proceeding according to Articles Two Hundred Forty One and the other related Articles in the General Law of Mercantile Companies.

NATIONALITY

ARTICLE THIRTY. The present or future foreign partners of the corporation formally agree with the Ministry of Foreign Relations to be considered as Mexican nationals with respect to the shares of the corporation that they acquire or of which they are holders, as well as the goods, rights, concessions, participations or interests of which the corporation is holder, and also the rights and obligations derived from the agreements with Mexican authorities to which the corporation is a party, and to not invoke, for and in behalf of the corporation and/or themselves, the protection of their governments, or said partners will be subject to losing, to the benefit of the Mexican Nation, the shares which they may have obtained. ADMINISTRATION, and this will be followed by the words STOCK COMPANY OF VARIABLE CAPITAL or by the abbreviation thereof, "S.A. de C.V."

TRANSITORY ARTICLES OF ECO ADMINISTRACION, S.A. DE C.V.

ARTICLE ONE. The initial capital stock of the corporation, is the amount of Mex. Ps. \$100,000,000.00 (ONE HUNDRED MILLION 00/100 MEXICAN PESOS) which is represented by 10,000 (TEN THOUSAND) common shares, with a par value of Mex. Ps. \$10,000.00 (TEN THOUSAND 00/100 MEXICAN PESOS) that are subscribed and paid as follows:

SHARES SERIE "A"

SHAREHOLDERS	SHARES	VALUE
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Jorge Adolfo Hermosillo Silva One Thousand Nine Hundred. Nineteen Million Pesos	1,900	\$ 19'000,000.00
Jaime Antonio de la Fuente Mora One Thousan Seven Hundred. Seven Million Pesos	1,700	17'000,000.00
Luis Javier Campos Hermosillo Six Hundred. Six Million Pesos	600	6'000,000.00
José Raúl Antonio Rodríguez Rodríguez. Five Hundred. Five Million Pesos	500	5'000,000.00
Lucía Laura Ratner Díaz González Four Hundred. Four Million Pesos	400	4'000,000.00
T O T A L	5,100	\$ 51'000,000.00

SHARES SERIE "B"

<u>S H A R E H O L D E R S</u>	<u>S H A R E S</u>	<u>V A L U E</u>
Environ Technologies Inc. Four Thousand Nine Hundred. Fourty Nine Million Pesos	4,900	\$ 49'000,000.00
T O T A L	4,900	\$ 49'000,000.00

The shareholders have paid in cash the total amount of their respective number of shares and the Treasurer declares such amount has entered into the funds of the company.

ARTICLE TWO. The shareholders will not be able to sell, assign or transfer in any way the shares of this company before the amount of the loan, set forth in the Joint Venture Agreement dated July 25, 1991 signed by THE MEXICAN GROUP represented by Messrs. Jorge Hermosillo Silva and Jaime Antonio de la Fuente Mora and by THE AMERICAN GROUP represented by Messrs. Grant S. Kesler and Reed

T. Warnick that will be obtained through THE AMERICAN OR FOREIGN GROUP, is duly paid. Any act against this provision will be null and therefore the new shareholders will not be registered by the company in the Registration of Nominative Shares Book, except for the case that the Board of Directors expressly agrees to place stocks in the exchange market.

ARTICLE THREE. The appearing parties, acting as in a General Ordinary Shareholders Meeting adopt the following resolutions:

1. The management of the corporation will be carried out by a Board of Directors, which shall be composed by the following persons:

<u>REGULAR DIRECTORS</u>	<u>ALTERNATE DIRECTORS</u>	<u>APPOINTED BY SERIES OF SHARES</u>
Jorge Adolfo Hermosillo	Héctor Raúl Barri González	"A"
Grant S. Kesler	Manuel García Barragán	"A"
Luis Javier Campos Hermosillo	Yolanda Elizabeth Atristain Ituarte	"A"
Jaime Antonio de la Fuente Mora	Olga Isable Rivera de de la Fuente	"A"
Reed T. Warnick	Rosalba Muñoz Campos	"B"
José Raúl Antonio Rodríguez Rodríguez	Beatriz Ochoa Rodríguez	"A"
Ron Lee Robertson	Carolyn G. Robertson	"B"
J. Terry Douglas	Rebeca Ronny	"B"

2. Mr. Jorge Adolfo Hermosillo is hereby appointed as President of the Board, Mr. Grant Kesler as Vicepresident, Mr. Luis Javier Campos Hermosillo as Treasurer, Attorney Manuel García Barragán as Secretary and Attorney Rosalba Muñoz Campos as Alternate Secretary. The other directors shall have the quality of Members

3. Mr. Aniceto Orantes Carpizo is hereby appointed as Statutory Auditor ("Comisario") whom is not included in any of the prohibitions set forth in Article One Hundred and Sixty Five of the General Law of Mercantile Companies.

4. Mr. Jorge Adolfo Hermosillo Silva is hereby appointed as General Director of the company.

5. A general power of attorney is granted to Messrs. Jorge Adolfo Hermosillo Silva, Jaime Antonio de la Fuente Mora, Luis Javier Campos Hermosillo, José Raul Antonio Rodríguez Rodríguez, Grant S. Kesler, Reed T. Warnick, Ron Lee Robertson and J. Terry Douglas, in order to act jointly or separately, except in the cases set below in which they must act jointly two of them or two of them with different signature clasification as the case may be. Said powers of attorney will be granted with following authority:

a) Those included in the general powers for lawsuits and collections and to administer property, with all the general and special powers which require special clause pursuant to the law, as provided in Article two thousand three hundred and eighty four (2,384) of the Civil Code of the State and Article two thousand five hundred and fifty four (2,554) of the Civil Code for the Federal District and the corresponding articles of the Civil Codes of the States of Mexico, and in Article two thousand five hundred eighty seven (2,587) of the such legal Code; to represent the corporation before administrative, judicial and federal authorities, and those authorities of the states and municipalities, and before conciliation and arbitration meetings and any other labor authorities, and before arbitrers and arbitrators. The above-mentioned powers and capacities shall include, but not be limited to: power to file and to withdraw all kinds of proceeding and appeals, including the "amparo;" to transact, submit to arbitration, prepare interrogatories and answer the same, to challenge judges, to receive payments, to object, execute and revise collective labor contracts, to make waivers,

submissions and covenants necessary and according to Article Twenty seven (27) of the Constitution and its Regulations and interpretive legislation, as well as with the Law of Nationalization and Naturalization, and the Law to Promote Mexican Investment and to Regulate Foreign Investment and its Regulations; Present criminal lawsuits and complaints and to withdraw the same when it proceeds, and to cooperate with the Attorney General's office. The attorneys in fact are expressly authorized to act as Legal Representatives according to the provisions of Article Eleven (11) of the Federal Labor Law, appear before the Labor Court in the Hearings of Conciliation, Claim, Exceptions, Render and Admission of Proofs set forth in Articles eight hundred and seventy six (876) and eight hundred and seventy eight (878) of the Federal Labor Law, before de Labor Courts, whether Federal or Local, as well as to answer interrogatories on behalf of the Corporation the attorneys in fact have all the authority to administer property and the representation of the Company before all kind of authorities whether Federal, State or Municipal; b) Enter into, modify and rescind contracts inherent to the purposes of the corporation; c) Confer general or special powers and revoke the same within the authority granted in this power of attorney; d) Endorse negotiable instruments according to the provisions of Article nine (9) of the General Law of Negotiable Instruments and Commercial Transactions; and; e) Open, manage, and cancel bank accounts and draw checks against the same and appoint persons with authorized signature to sign against such check bank accounts.

The aforesaid authority shall be limited only in the following cases:

- I. Obtaining of credits or loans that individually exceed the amount of \$25,000.00 U.S.D. (TWENTY FIVE THOUSAND DOLLARS) or, amounts that, inspite of their total amount, when combined with other credits or loans previously obtained, exceed the amount contained in the approved annual budget;

- II. The granting of guaranties of any kind or type;
- III. The acquisition of other corporations or businesses;
- IV. The acquisition of shares of other corporations;
- V. The contracting as licensor or licensee for technical assistance, technology, and technical services;

The authority granted in this power of attorney is also limited as follows:

The authority set forth in paragraph fourth c), shall be exercised jointly by two of the attorneys in fact.

In connection with the authority set forth in paragraph fourth d), the signatures of the attorneys in fact Messrs. Jorge Adolfo Hermosillo Silva, Jaime Antonio de la Fuente Mora, Luis Javier Campos Hermosillo and José Raúl Antonio Rodríguez Rodríguez are classified as signatures "A". and the signatures of the attorneys in fact Messrs. Reed T. Warnick, Grant. S. Kesler, Donald Robertson and J. Terry Douglas, are classified as signatures "B". The negotiable instruments subscribed or issued by the Company in order to be valid shall be signed by two attorneys in fact, one of them shall be classified as signature "A" and the other one shall be classified as signature "B".

Regarding to authority set forth in paragraph fourth e), in reference to the opening of check accounts and the appointment of persons with authorized signature, shall be exercised jointly by two of the attorneys in fact, one of them shall be classified as signature "A" and the other one shall be classified as signature "B". In connection with the check accounts, the checks shall be signed by two of the attorneys in fact appointed in this act or authorized at the opening of such check accounts only in the case the amount of the check is over \$20'000,000.00 (twenty million pesos), in the case the amount of the check is higher it shall be signed by two of the attorneys in fact, one of them shall be classified as signature "A" and the other one shall be classified as signature "B".

5. A general power of attorney is granted to Attorneys Manuel Garcia Barragan, Hector Raúl Barri González, Leonardo

Villela Silva, Rosalba Muñoz Campos and Mauricio Villapando Prieto, to act separately as provided by the first and second paragraph of Article two thousand three hundred and eighty four (2384) of the Civil Code of the State and in article two thousand five hundred and fifty four (2254) of the Civil Code for the Federal District and the corresponding articles of the Civil Codes of the States. The power is granted with all the general and the special powers that require special clause according to the Law, including, but not be limited to: power to file and to withdraw all kinds of proceedings and appeals including "Amparo;" to transact submit to arbitration, prepare interrogatories and answer the same, to challenge judges, to receive payments and to assign goods.

PERMIT OF THE MINISTRY OF FOREIGN AFFAIRS.

" At left margin a seal with the national emblem that reads: UNITED MEXICAN STATES. MINISTRY OF FOREIGN AFFAIRS. REGIONAL DELEGATION. (AGUASCALIENTES, AGS.) At right margin: FILE 9101000377. PERMIT 390. At the center: MINISTRY OF FOREIGN AFFAIRS. GENERAL DIRECTION OF LEGAL AFFAIRS, DEPARTMENT OF PERMITS. ARTICLE 27 OF THE CONSTITUTION. Attorney Raymundo Gil Rendón with domicile to receive notices in the house numbered 520 of the street of López Mateos, Colonia Centro, Aguascalientes, Ags. authorizing Attorneys José Luis Zapata Arce, Raul Delgado Ovalle y Alicia Ovalle Martínez Contreras to receive such notices and the corresponding permit. Before you, I appear and say: By means of this instrument I request the authorization to incorporate a STOCK COMPANY OF VARIABLE CAPITAL, with foreign participation, to be named: ECO INDUSTRIALES S.A. DE C.V. OR ECO INDUSTRIA, S.A. DE C.V., OR ECO ADMINISTRACION, S.A. DE C.V. OR ECO ADMINISTRACIONES, S.A. DE C.V. OR ECO ADMINISTRADORA, S.A. DE C.V. In view of the foregoing I hereby respectfully request: SOLE: Grant the permit requested by this instrument. AGUASCALIENTES, AGUASCALIENTES, May 15, 1991. Illegible signatures. A seal that reads: S.R.E. RECEIVED MAY 24, 1991. Illegible signature. Reserved exclusively for the use of the Ministry of Foreign Affairs. AGUASCALIENTES, AGUASCALIENTES, MAY 28, 1991. XX The permit is granted to incorporate a Corporation to

be named ECO ADMINISTRACION, S.A. DE C.V. ... The permit to incorporate a Corporation as requested is not granted by reason of the following: a) It is a reserved denomination, b) The denomination is against the provisions of ... On the reverse of the page: In case this permit is granted it shall be conditioned to insert in the bylaws the foreign exclusion Clause referred to in article 30 or the agreement referred to in article 31 of the Regulation of the Law to Promote Mexican Investment and to Regulate Foreign Investment. The Notary Public who protocolize this permit, shall notify to the Ministry of Foreign Affairs the use of this permit or if the case may be, the agreement about the waiver set forth in the above paragraph, within the following 90 calendar days after the date of the public deed. All the above mentioned is based on Paragraph I of article 27 of the Constitution, article 1 of the Law to Promote Mexican Investment and to Regulate Foreign Investment and in Paragraph V of Article 28 of the Federal Public Administration Organic Law. This permit shall expire 90 days after the date it is granted. EFFECTIVE SUFFRAGE. NO REELECTION. BY ORDER OF THE SECRETARY. THE DELEGATE. One Signature. IVONNE LOYOLA ESCOBEDO. MINISTER. A Seal that reads: MINISTRY OF FOREIGN AFFAIRS. REGIONAL DELEGATION. AGUASCALIENTES, AGUASCALIENTES." The full text of Article Two Thousand Tree Hundred and Eighty Four (2384) of the Civil Code of the State of San Luis Potosí, reads: "Article Two thousand tree hundred and eighty four. In all general powers of attorney for law-suits and collections, it shall be sufficient to state that the power is granted with all the general powers and with the special powers which require a special clause in accordance with law, in order that they may be considered as conferred without any limitation.

In general powers of attorney to administer property it is sufficient to state that they are given with that character, in order that the Attorney-in-fact may have all kind of administrative powers.

In general powers of attorney to exercise acts of ownership, it shall be sufficient that they be given with that character in

order that the Attorney-in-fact may have all the powers of an owner both with respect to the property, and in order to take all kinds of steps to defend it.

If in the three cases above mentioned, it should be desired to limit the powers of the attorney-in-fact, the limitations shall be set out, or the powers of Attorney shall be special powers of Attorney.

Notaries shall insert this article in the Notarial Copies of powers of Attorney which they execute.

P E R S O N A L I T Y

Attorney Manuel García Barragán, to verify his authority as Attorney-in-fact of ENVIRON TECHNOLOGIES INC, deliver the first certified copy of the power granted on his favor set forth in certificate number one, Volume Twenty fifth, dated August 14, 1991, granted before me, copy of which, duly certified, I will attach with number 467 to 489, to the appendix of documents of my registry. I shall insert other copy to the first certified copy (Primer Testimonio) of this instrument.

The appearing parties declared their general specifications as follows:

JAIME ANTONIO DE LA FUENTE MORA, Of age, Mexican, married, industrialist, with domicile at the house numbered 115, Street Volcan Tuzana, Fraccionamiento Cumbres de San Luis, San Luis Potosí, S.L.P., being transitorily in this City, Tax Roll Number PUMJ 480313

JOSE RAUL ANTONIO RODRIGUEZ RODRIGUEZ, Of age, Mexican, married, merchant, with domicile on Eje 126, manzana 2, Zona Industrial, San Luis Potosí, being transitorily in this city, Tax Roll Number RORR-480613 WE-2

LUCIA RAQUEL DIAZ GONZALEZ, Of age, Mexican, married, merchant, with domicile on the house numbered 192, of the street Monte Everest, Fraccionamiento Cumbres, San Luis Potosí, being transitorily in this city, Tax Roll Number, RADL 51110G-BR-7

LUIS JAVIER CAMPOS HERMOSILLO. Of Age, Mexican, married, employee, with domicile on street Galerías, Colonia Versailles, Primera

Sección, Aguascalientes, Aguascalientes, being transitorily in this City, Tax Roll Number CAHL-490201.

JORGE ADOLFO HERMOSILLO SILVA, Of age, Mexican, married, industrialist, with domicile at the house numbered 310, of the street Cordillera Oriente, Fraccionamiento Lomas Tercera Sección, San Luis Potosí, being transitorily in this City, Tax Roll Number HRSJ-430306.

MANUEL GARCIA BARRAGAN, Of age, Mexican, married, Attorney with domicile at Río Guadiana No. 11, Col. Cuauhtémoc, México, D.F. being transitorily in this City.

THE UNDERSIGNING NOTARY PUBLIC, in accordance with paragraph fifth of Article fourty eight of the Notarial Law of the State of San Luis Potosí I attest: That the appearing parties, having been July sworn, states that their names and general specifications are as above mentioned and they are JAIME ANTONIO DE LA FUENTE MORA, JOSE RAUL ANTONIO RÓDRIGUEZ RODRIGUEZ, LUCIA LAURA RATNER DIAZ GONZALEZ, LUIS JAVIER CAMPOS HERMOSILLO, JORGE ADOLFO HERMOSILLO SILVA Y MANUEL GARCIA BARRAGAN MARTINEZ .

Before me the undersigning Notary Public, the capacity of the appearing parties to sign contracts is evident, nothing to the contrary being known to me. The appearing parties attest they are up to date in the payment of their taxes obligations, not proving it.

The appearing parties have been advised of the penalties that incur those who declare falsely.

I the Notary read this instrument to the appearing parties, explained the full force and legal effect of the waivers contained in it according to the Law, the appearing parties ratified and signed it in my presence on the date mentioned earlier. I ATTEST.

Six illegible signatures. Attorney Froylán Lárraga Reyes. Signature. A Seal.

AUTHORIZATION

Paid the corresponding taxes this instrument is authorized definitively on this August 21, 1991, in the City of Santa María del Río. I attest. Attonery Froylán Lárraga Reyes. Signature. A

Seal.

N O T E S

NOTE FIRST. Attached is on page 481 of the appendix of documents of my registry the corresponding permit granted by the Ministry of Foreign Affairs. Attorney Froylán Lárraga Reyes. Signature. A Seal.

NOTE SECOND. Attached is on page 482 of the appendix of documents of my registry the receipt of payment issued by the Ministry of Treasure of Aguascalientes, Aguascalientes. Attorney Froylán Lárraga Reyes. Signature. A Seal.

NOTE THIRD. Attached is on page 483 of the appendix of documents of my registry the receipt of payment for the Notary Tax corresponding to this instrument. Attorney Froylán Lárraga Reyes. Signature. A Seal.

ARTICLE TWO THOUSAND TREE HUNDRED AND EIGHTHY FOUR. In all general powers of attorney for law-suits and collections, it shall be sufficient to state that the power is granted with all the general powers and with the special powers which require a special clause in accordance with law, in order that they may be considered as conferred without any limitation. In general powers of attorney to administer property it is sufficient to state that they are given with that character, in order that the Attorney-in-fact may have all kind of administrative powers. In general powers of attorney to exercise acts of ownership, it shall be sufficient that they be given with that character in order that the Attorney-in-fact may have all the powers of an owner both with respect to the property, and in order to take all kinds of steps to defend it. If in the three cases above mentioned, it should be desired to limit the powers of the attorney-in-fact, the limitations shall be set out, or the powers of Attorney shall be special powers of Attorney. Notaries shall insert this article in the Notarial Copies of powers of Attorney which they execute.

THIS INSTRUMENT IS TAKEN FROM THE NUMBER TWO OF THE VOLUME TWENTIETH FIFTH OF MY REGISTRY. THIS IS THE FIRST CERTIFIED COPY ISSUED TO FCO ADMINISTRACION S.A. DE C.V. REPRESENTED BY MESSRS.

JORGE ADOLFO HERMOSILLO SILVA, GRANT S. KESLER, LUIS JAVIER CAMPOS HERMOSILLO, JAIME ANTONIO DE LA FUENTE MORA, REED T. WARNICK, JOSE RAUL ANTONIO RODRIGUEZ RODRIGUEZ, RON LEE ROBERTSON AND J. TERRY DOUGLAS; AND FOR ITS ATTORNEYS IN FACT, ATTORNEYS MANUEL GARCIA HARRAGAN, HECTOR RAUL BARRI GONZALEZ, LEOBARDO VILLELA SILVA, ROSALBA MUÑOZ CAMPOS Y MAURICIO VILIALPANDO PRIETO. THIS INSTRUMENT CONSISTS IN TWENTY FIVE PAGES COMPARED AND CORRECTED. SANTA MARIA DEL RIO STATE OF SAN LUIS POTOSI, AUGUST 21, 1991. I ATTEST

(SIGNATURE)

ATTORNEY FROYLAN LARRAGA REYES

NOTARY PUBLIC NUMBER ONE

LARF-441123-623

At left of the signature a seal in black ink that reads FROYLAN LARRAGA REYES. STATE OF SAN LUIS POTOSI, UNITED MEXICAN STATES. NOTARY PUBLIC NUMBER ONE. SANTA MARIA DEL RIO, SAN LUIS POTOSI.

This instrument has been registered under the number 18, Volume 1 of the Book of Corporations and Powers of Attorney of this office at 11:30 P.M.

The taxes have been paid with receipt number 17060330.

Santa María del Río, San Luis Potosí, August 28, 1991.

The Director of the Public Registry of Property and Commerce.

Signature

Attorney Rafael Hernández Martínez.

At left of the signature a seal in black ink that reads United Mexican States. Public Registry of Property and Commerce. Santa María del Río, S.L.P.

NOTARIA PUBLICA NUMERO UNO

TITULAR

LIC. FROYLAN LARRAGA REYES

PRIMER TESTIMONIO DE LA ESCRITURA PUBLICA -
EN QUE SE CONSIGNO LA PROTOCOLIZACION DE DIVERSAS CON--
TANCIAS EN QUE QUEDO CONSTITUIDA LA SOCIEDAD MERCANTIL
"ECO ADMINISTRACION S.A. DE C.V."; ASI COMO LOS ESTATU--
DOS DE LA MISMA, LA QUE ES REPRESENTADA POR LOS SEÑO--
RES ING. JORGE ADOLFO HERMOSILLO SILVA, GRANT S. KES--
LER, LIC. LUIS JAVIER CAMPOS HERMOSILLO, ING. JAIME AN--
TONIO DE LA FUENTE MORA, REED T. WARNICK, JOSE RAUL AN--
TONIO RODRIGUEZ RODRIGUEZ, RON LEE ROBERTSON Y J. TE--
RRY DOUGLAS; ASI MISMO POR SUS APODERADOS PARA PLEITOS
Y COBRANZAS, SEÑORES LICENCIADOS MANUEL GARCIA BARRA--
GAN, HECTOR RAUL BARRI GONZALEZ, LEOBARDO VILLELA SIL--
VA, ROSALBA MUÑOZ CAMPOS Y MAURICIO VILLALPANDO PRIETO.

Dirección ABASOLO # 7-B.

Teléfono 13-47-42 EN S.L.P.

SANTA MARIA DEL RIO, S. L. P. AGOSTO 21 DE 1991.

ENGLISH TRANSLATION
EXHIBIT 3 OF THE WITNESS STATEMENT OF JORGE ADOLFO HERMOSILLO
SILVA.

DEED OF INCORPORATION AND BY-LAWS OF DESCONTAMINADORA
INDUSTRIAL DE VERACRUZ S.A. DE C.V.

(Only the relevant parts)

Volume eighty nine
Number Four Thousand Nine Hundred ninety five

In the heroic city of Veracruz, state of Veracruz, Mexican Republic, at 10:00 hours, on this twenty-fourth of February, 1992, before me Bernardo Carlos Ruiz Ortiz, Attorney at Law and Notary Public in and for the office number twenty four at this Judicial District, appeared Messrs. Jorge Adolfo Hermosillo Silva, Jaime Antonio de la Fuente Mora, Arturo de la Llave Uriarte, José Raúl Rodríguez Rodríguez, Juan Manuel Muñiz Navarrete and Manuel García Barragán Martínez on behalf of "ECO-METALCLAD", capacity which he accredited with his original and translated Certificate of Power of Attorney issued in the State of Utah, United States of America, signed by the Vice-Governor W. Val Oveson and certified by the Mexican Foreign Services in Salt Lake City, Utah in the United States of America (...)

BY LAWS

Chapter One

Name, Address, Corporate Purpose and Term

ARTICLE ONE. The name of the corporation is **DESCONTAMINADORA INDUSTRIAL DE VERACRUZ** and this will be followed by the words **STOCK COMPANY OF VARIABLE CAPITAL** or by the abbreviation thereof, "S.A. de C.V."

ARTICLE TWO. The address of the corporation is the City of Veracruz, Veracruz, and it may establish agencies or other offices anywhere within the Mexican Republic or abroad. The corporation may appoint conventional addresses for the agreements into which it enters.

ARTICLE THREE. Corporate Purpose

ARTICLE FOUR. Terms

CAPITAL STOCK AND SHARES:

ARTICLE FIVE. The capital stock is variable in nature. The minimum fixed capital, without rights of withdrawal, will be Mex. Ps. \$ 100,000,000.00 (ONE HUNDRED MILLION 00/100 MEXICAN PESOS), which will be represented by 10,000 (TEN THOUSAND) common shares, with a par value of Mex. Ps. \$10,000.00 (TEN THOUSAND 00/100 MEXICAN PESOS), equally of the "A" and "B" series. The variable capital will be unlimited and will be represented by shares of the "AA" and "BB" series with the same characteristics.

The shares of the "A" or "AA" series will correspond to the Mexican series and shall represent at all times that proportion of capital stock that is reserved for Mexican investors, thus, these series shall only be acquired by Mexican investors.

The shares of the "B" or "BB" series shall represent the remaining portion of capital stock.

No member will be able to sell or cede under any circumstances their shares, unless the company had liquidated its liabilities.

ARTICLE SIX. The stock certificates shall be distributed within a period no longer than a year, counted as of the date of the signature of this instrument. Until the final stock certificates are disbursed, provisional stock certificates will be distributed that will bear always the name of the holder, and such certificates should be exchanged at the earliest opportunity for the final stock certificates. (...)

ARTICLE SEVEN. With any increase or decrease of capital, the proportion of shares series "A" and "AA" and "B" and "BB" will be maintained according to that established in Article Five. (...)

ARTICLE EIGHT. For the transfer of shares, the following rules shall be observed:

- a) The transfer of property of shares requires the prior approval of the Board of Directors;
- b) The shareholders that desire to sell or transfer his or her shares must first offer them to the other shareholders that are holders of the same series, such offering to be executed through the Board of Directors. The shareholders shall have a period of thirty (30) days, as of the day on which the offering takes place, to exercise their preferred right to acquire said shares, and if said right is exercised, the shareholders shall pay within five (5) business days of acceptance the price solicited by the seller. If the shareholders holding the same series of shares do not exercise their preferred buying rights or if they do so but do not make timely payment for said shares, the preferred right will pass on to the shareholders of the other series and they may exercise the preferred right either directly, if permissible, or through a designated person with legal capacity to do so; the period for which said preference right may be exercised shall be ten (10) calendar days counted as of the date the period above established would have expired and the term for payment for the shares will be five

- (5) days as of the date on which the buyers would have notified their desire to exercise their preferred right.
- c) If all the periods and terms mentioned above in paragraph b) expire, and none of the shareholders has exercised his or her preferred right by buying shares, the Board of Directors may authorise the sale of shares to any person that the selling shareholder proposes, if the former has the capacity to buy said shares, or the Board of Directors may reject the sale of shares to said person, designating instead a buyer for said shares at a price higher than book value, according to the most recent audited balance sheet, or five times the average of the corresponding profits of said shares during the last three accounting periods.
- d) The transfer of ownership of shares requires the prior approval of the Board of Directors and anybody transferring shares in contravention to that established by the present bylaws will have to pay to the other shareholders of "Descontaminadora Industrial de Veracruz S.A. de C.V. 25% (twenty-five per cent) of the amount received for said transfer, without any reduction and in case of not effecting this, during the next 30 calendar days his realisation will increase at 10% (ten per cent) interest per year, payable each month and the issuing corporation of the shares will not register the new shareholders and subsequently these will not have the right of election, at the same time that any utility corresponding to their shares will be charged in order to cover the 25% before established.

It is understood that the transfer of ownership of shares is the transfer of ownership or of the rights of these, in any form, directly or indirectly, even when the shares are of the property of another corporation or legal person not depending if it is of Mexican or any other nationality, and these on their behalf hand over, compromise, tax, place on the stock exchange or transfer in any legal or factual manner or their own titles or shares, even when they are being associated, merged or participate with another person in common purposes.

SHAREHOLDERS ASSEMBLIES

ARTICLE NINE: The General Assembly of Shareholders is the supreme body of the corporation. General Assemblies may be ordinary or extraordinary in nature. Extraordinary Assemblies are those that are convened to deal with any of the matters outlined in Article One Hundred Eighty Two (182) of the General Law of Mercantile Companies and the matters outlined in Article Twenty One (21) of that Statute. The remaining Assemblies shall be Ordinary and shall include, in addition to the matters listed on the Assembly's agenda, those matters listed in Article One Hundred Eighty One (181) of the General Law of Mercantile Companies. The meetings shall be held at the registered address, except in case of *force majeure* of Act of God.

ARTICLE TEN: The Ordinary Assembly will be convened at least once per year, within the four (4) month following the closure of fiscal year and on the date designated by the Board of Directors.

The Extraordinary Assemblies will be convened whenever necessary to deal with a material matter pertinent to such type of Assembly. All other Assemblies shall be convened according to the terms outlined in Articles One Hundred Eighty Three through One Hundred Eighty Five (183-185) of the above-mentioned Law; Such meetings will be presided by the President of the Board of Directors, or, on his absence, by the Vice-President, or, in both their absences, by the person designated by the Assembly. The call to the Assembly meetings shall be published in the Official Daily of the Federation, or in any other of the following newspapers: "Excelsior", "Universal", o "Novedades", and the person publishing said call should assure that the first call is published at least fifteen (15) days prior to the designated date of the Assembly meeting, and, for the second call, at least, ten (10) days prior to the designated date for the Assembly's meeting. The published call shall include the meeting's Agenda and shall be signed by the person executing the call.

ARTICLE ELEVEN: The call will not be necessary if, at the moment of voting, all shares and shareholders are represented.

Transitory Articles of "DESCONTAMINADORA INDUSTRIAL DE VERACRUZ, S.A. DE C.V."

ARTICLE ONE: The initial capital stock of the corporation, is the amount of Mex. Ps. \$100'000,000.00 (ONE MILLION 00/100 MEXICAN PESOS) which is represented by 10,000.00 (TEN THOUSAND 00/100 MEXICAN PESOS) that are subscribed and paid as follows:

SHARES SERIE "A"

SHAREHOLDERS	SHARES	VALUE
Ing. Jorge Adolfo Hermosillo Silva	2,150	21'500,000.00
Sr. Jaime Antonio de la Fuente Mora	2,150	21'500,000.00
Lic. Arturo de la Llave Uriarte	200	2'000,000.00
Lic. Juan Manuel Muñiz Navarrete	200	2'000,000.00
Sr. José Raúl Antonio Rodríguez Rodríguez	400	4'000,000.00
TOTAL	5,100	51'000,000.00

SHARES SERIE "B"

Eco Metalclad, Inc.	4,900	49'000,000.00
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