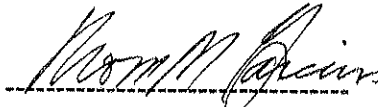


2. That a duly sealed copy of the Order be served upon the Registrar of Companies who shall thereupon advertise the Order once in the Cayman Islands Gazette.

Dated this 10th day of June, 1998.



Morris M Garcia
attorney-at-law

To: The Clerk of the Court

And To: The Registrar of Companies

Time Estimate: 5 minutes

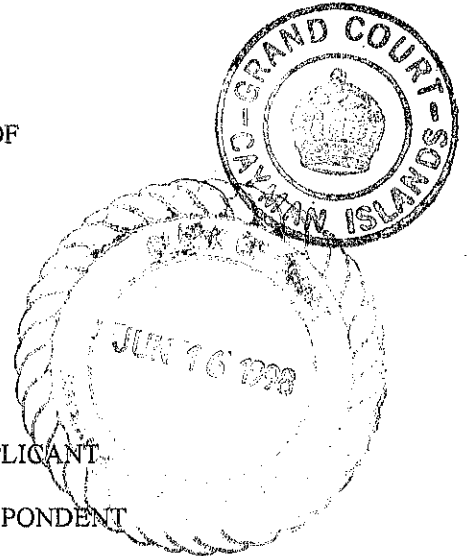
Filed by Morris M Garcia, 3rd Floor, Thompson Building, George Town, Grand Cayman, attorney-at-law for the within named Applicant.

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 378 1998

IN THE MATTER OF MERTIX LIMITED
AND IN THE MATTER OF AN APPLICATION TO THE REGISTRAR OF
COMPANIES TO RESTORE THE NAME OF THE SAID MERTIX
LIMITED TO THE REGISTER OF COMPANIES
AND IN THE MATTER OF THE COMPANIES LAW (1995 REVISION)

BETWEEN: MERTIX LIMITED APPLICANT
AND: THE REGISTRAR OF COMPANIES RESPONDENT



AFFIDAVIT IN SUPPORT

I, Jack Ford of 58 Holly Spring, Conroe, Texas 77308, USA being duly sworn make oath and say as follows:

1. That I am the Sole Director of Mertix Limited (hereinafter referred to as "the Company") and I am duly authorised to make this Affidavit on behalf of the Company.
2. That the Company was formed on the 14th day of February, 1984 and registered on the 21st day of February, 1984 under the Companies Law of the Cayman Islands as an Exempt company.
3. That the registered office of the Company is situated in the offices of Woodward Terry & Co. of PO Box 822GT, 3rd Floor, Caribbean Home Insurance Building, Mary Street, George Town, Grand Cayman.
4. That the main objects for which the Company was formed were to invest capital and other monies of the Company in the purchase and acquisition of shares, stocks, debenture stocks, bonds, mortgages, obligations, other securities and any other real or personal property and related activities and other objects as set forth in the Company's Memorandum and Articles of Association.

5. That the authorised share capital of the Company is Nine Hundred Thousand United States Dollars (US\$90,000.00) divided into Nine Hundred Thousand shares of One United States Dollar (US\$1.00) each.

6. That there was a breakdown in communications between the Company directors and its registered office causing the Company to neglect the payment of its annual fees and was as a consequence struck off the Register on the 31st day of October, 1997.

7. That at the time of striking off, the Company owned property in Houston, Texas, USA, but was unaware of this striking off until some time in May, 1998.

8. At the time the Company was struck from the Register, it was in the process of arranging a mortgage with Capital Park Mortgage Company of Memphis, Tennessee, and, on requesting a Certificate of Good Standing in the name of Mertix Limited for production to Capital Park Mortgage Company, was informed that the Company had been struck from the Cayman Islands Companies Register.

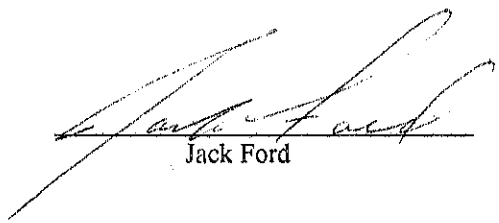
9. That as a result of having been struck from the Register, the Company is unable to deal in any way with its properties mentioned in paragraph 7. above. If the Company is not restored to the Register, it will suffer grave hardship.

10. That by letter dated May 4, 1998 signed by the Assistant Registrar of Companies, Mr. Woodward Terry of Woodward Terry & Co., attorneys-at-law was informed that the fees due on the reinstatement of the Company totalled CI\$3,146.00 and that provided the said amount was paid and notice of registered office filed at the time of restoration, the Registrar of Companies would have no objection for an application to restore the Company to the Register. There is now produced and marked "GM1" copy of the said letter.

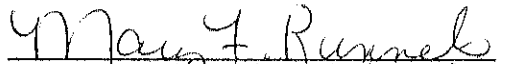
11. That there are funds available to meet any fees, penalties or imposts that might arise on any order herein for the restoration of the Company to the Register of Companies.

12. That in the circumstances, I humbly request the Court to make an Order that the name of the Company be restored to the Register of Companies and/or that such other order may be made as the Court deems just.

Sworn to at _____
this 3rd day of June, 1998



Jack Ford



Notary Public for the State of Texas
Montgomery County

