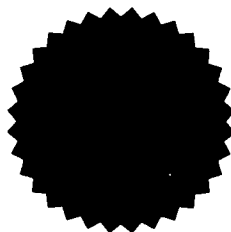


Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "RC COMPANY USA, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2003, AT 12:24 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3652901 8100

030279808

AUTHENTICATION: 2393844

DATE: 05-01-03

CERTIFICATE OF FORMATION


OF

RC Company USA, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

- FIRST:** The name of the limited liability company (hereinafter called the "limited liability company") is: **RC Company USA, LLC**
- SECOND:** The address of the registered office of the limited liability company in the State of Delaware is located at:
9 E. Loockerman St., Ste. 205, Dover, Delaware 19901
Located in the County of Kent
The name of the registered agent at that address is:
Business Filings International, Inc.
- THIRD:** The duration of the limited liability company shall be perpetual.
- FOURTH:** The names and addresses of the initial members are:
Richard Mattenberger, 413 Interamerica Blvd., Suite 01 - 8033, Laredo,
Texas 78045
Jorge Rivero Milmo, Av San Pedro 125 Sur Col del Valle, San Pedro
Garza Garcia 66220 Mexico
Jesus Hernandez Navarrete, Av Humberto Lobo 520, Local D-01 Col del
Valle, San Pedro Garza Garcia 66220 Mexico

Executed on April 29, 2003



Business Filings Incorporated, Authorized Person
Mark Schiff, AVP