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1201 HAYS STREET
TALLAHASSEE, FL 32301-3077
800-342-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 152105 7117194

AUTHORIZATION : Patricia Puyjuts

COST LIMIT : \$ 70.00

ORDER DATE : November 12, 1996

ORDER TIME : 11:14 AM

ORDER NO. : 152105-010

CUSTOMER NO: 7117194

300002007063--4

CUSTOMER: Ms. Maria B. Perez
Ms. Maria B. Perez
260 Park Avenue

League City, TX 77573

11/18

FOREIGN FILINGS

NAME: WANG FAMILY TRUST III LTD.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

RECEIVED
96 NOV 18 PM 12:36
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

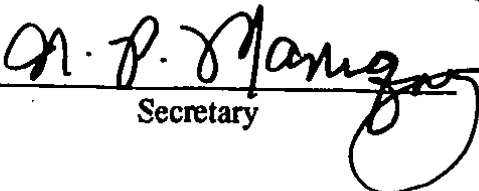
**Resoluton of the
Board of Directors
WANG FAMILY TRUST III, LTD.
("the Company")**

A DELAWARE Corporation

I, N.P. MANQUIZ, Secretary of Wang Family Trust III, Ltd. a company duly organized and existing under the laws of the State of Delaware, DO HEREBY CERTIFY that the following is a true and correct copy of a resolution duly adopted by the Directors of said Company at a Board Meeting duly convened and held on 13th November, 1996 at which a quorum was present and voting throughout:

"RESOLVED that the Company shall use the assumed name of Wang Family Trust III, Inc. for any and all business it conducts in the State of Florida."

IN WITNESS WHEREOF I have hereunto set my hand and certification for Wang Family Trust III, Ltd. this 13th day of November, 1996.


Secretary

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS
IN THE STATE OF FLORIDA.

1. WANG FAMILY TRUST III, LTD.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or
partnership if not so contained in the name at present.)

2. DELAWARE 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 10/25/96 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.166, F.S.))

7. SUITE 2411, 67 WALL STREET
NEW YORK, NY 10005
(Current mailing address)

8. COMMERCIAL TRANSACTION
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hayes Street

Tallahassee, Florida, 32301
(zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation
at the place designated in this application, I hereby accept the appointment as registered agent and agree
to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper
and complete performance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.*

Corporation Service Company

By: Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper, As Agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days
prior to delivery of this application to the Department of State, by the Secretary
of State or other official having custody of corporate records in the jurisdiction
under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: A.R. FALCON

Address: SUITE 2411, 67 WALL STREET
NEW YORK, NY 10005

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS:

President: A.R. FALCON

Address: SUITE 2411, 67 WALL STREET
NEW YORK, NEW YORK 10005

Vice President: _____

Address: _____

Secretary: A.A. Ansel

SUITE 2411, 67 WALL STREET
NEW YORK, NY 10005

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

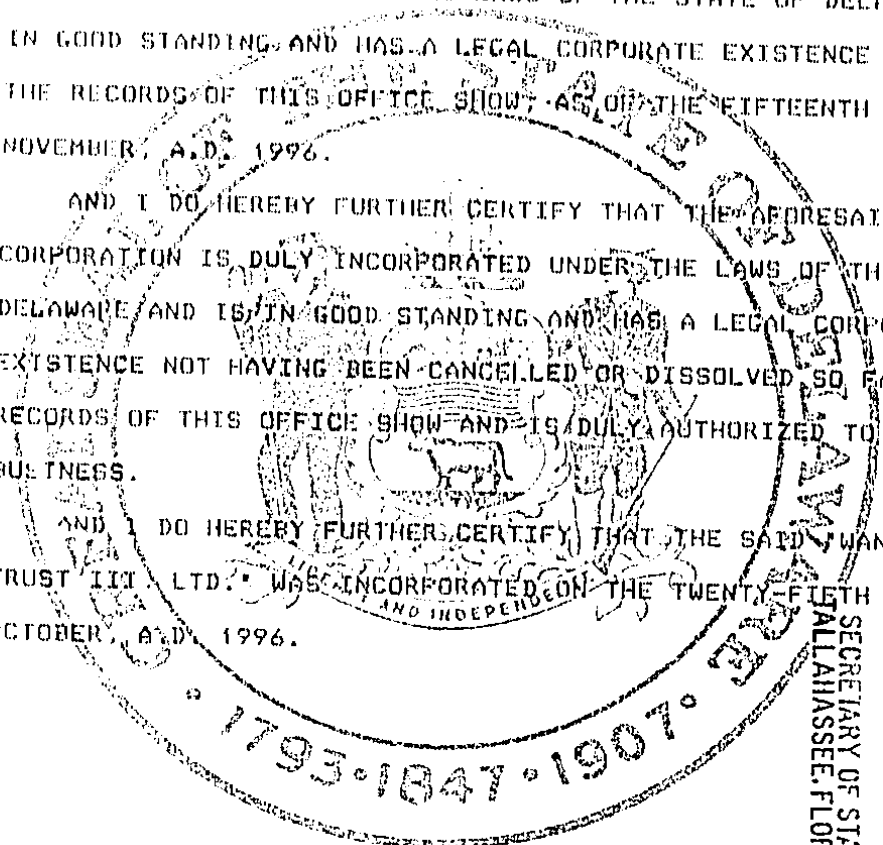
14. A.R. FALCON, PRESIDENT
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WANG FAMILY TRUST III, LTD." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE FIFTEENTH DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND DO HEREBY FURTHER CERTIFY THAT THE SAID "WANG FAMILY TRUST III, LTD." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1996.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9194678
DATE: 11-15-96