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GODBOLD, DOWNING, SHEAHAN & BATTAGLIA

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

GENE H. GODBOLD
GRANT T. DOWNING
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222 WEST COMSTOCK AVENUE
SUITE 101
WINTER PARK, FLORIDA 32789

POST OFFICE BOX 1984
WINTER PARK, FLORIDA 32789
TELEPHONE (407) 647-4418
FACSIMILE (407) 647-2089

WALK IN

January 10, 1997

FEDERAL EXPRESS

Mr. John Hall
Hall's Delivery Service
Post Office Box 6332
Tallahassee, Florida 32314

WALK
IN
RETURN
TO

Re: Wigton Equities, Inc./Wigton Equities, Ltd.

500002055885--9
-01/13/97-01078--001
****420.00 ****122.50

Dear John:

Enclosed herein please find check in the amount of \$420.00 made payable to the Secretary of State, together with the original and one executed copy of Articles of Incorporation for the above referenced corporation. Please file these Articles with the Secretary of State and return one certified copy. Also, please find enclosed the original and one photocopy of Certificate of Limited Partnership. Please file the Certificate with the Secretary of State and return one certified copy to the undersigned via Federal Express.

Thank you for your assistance.

Sincerely yours,

Laurie Reece

Laurie Reece
Secretary to Grant T. Downing

GTD/lr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 13 PM 3:05

D. BROWN JAN 13 1997

ARTICLES OF INCORPORATION
OF
WIGTON EQUITIES, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 13 PM 3:05

The undersigned, acting as incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the Corporation shall be WIGTON EQUITIES, INC.

ARTICLE II

Principal Office

The principal office of the Corporation is located at Houston, Texas, and its mailing address is 5444 Westheimer, Suite 1605, Houston, Texas 77056.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 222 West Comstock Avenue, Suite 101, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be Grant T. Downing.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of three (3) persons. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Ira Mitzner	5444 Westheimer, Suite 1605 Houston, Texas 77056
Jacob Mitzner	5444 Westheimer, Suite 1605 Houston, Texas 77056
David Mitzner	5444 Westheimer, Suite 1605 Houston, Texas 77056

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

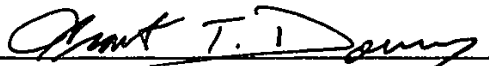
Grant T. Downing
222 West Comstock Avenue, Suite 101
Winter Park, Florida 32789

ARTICLE IX

Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in Florida Statutes §607.0630.

Executed this 10th day of January, 1997.


GRANT T. DOWNING, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of January, 1997, by GRANT T. DOWNING, who is personally known to me.


NOTARY PUBLIC

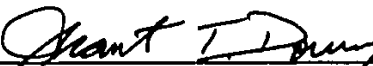


LAURIE S. REECE
MY COMMISSION # CC52251 EXPIRES
March 25, 1998
BONDED THRU TROY FAN INSURANCE, INC.

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


GRANT T. DOWNING
Registered Agent

Date: January 10th 1997

FILED STATE
SECRETARY OF STATE
97 JAN 13 PM 3:05