

STATE OF NEVADA
SECRETARY OF STATE

CERTIFICATE OF CORPORATE STATUS

I, CHERYL A. LAU, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate,

SENTINEL CORP.

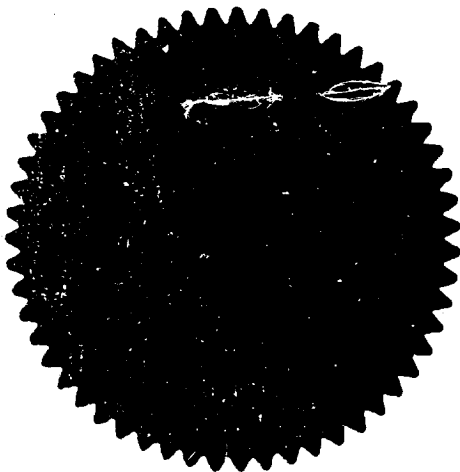
is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of the State at my office in
Carson City, Nevada, this.....11TH.....day of

.....MARCH..... A.D., 1992.....


.....
Secretary of State

By.....
.....
Deputy



Statement and Designation
by
Foreign Corporation

DO NOT WRITE IN THIS SPACE

1817200

FILED

In the office of the Secretary of State
of the State of California

MAR 13 1992

March Fong Eu
MARCH FONG EU, Secretary of State

Sentinel Corp. which will do business in California as

FC Sentinel Corp.

(Name of Corporation)

a corporation organized and existing under the laws of Nevada

(Place or State of incorporation)

makes the following statements and designation:

1. The address of its principal executive office is 916 Kearny Street, San Francisco, CA 94133

(Insert complete address of principal executive office wherever located - Do not use Post Office Box)

2. The address of its principal office in the State of California is 916 Kearny Street, San Francisco, CA 94133

(Insert complete address of principal office in California - Do not use Post Office Box)

DESIGNATION OF AGENT FOR SERVICE OF PROCESS WITHIN THE STATE OF CALIFORNIA

3. (Use this paragraph if the process agent is a natural person.)
Karen Gilbert

a natural person residing in the State of California, whose complete business residence address is
916 Kearny Street, San Francisco, CA 94133

(Do not use Post Office Box)

is designated as its agent upon whom process directed to the corporation may be served within the State of California in the manner provided by law.

NOTE: Either the business address or the residence address must be given. Indicate which by check mark in proper box.

FORM TO BE COMPLETED ON REVERSE SIDE

4. (Use this paragraph if the process agent is a corporation. See instructions)

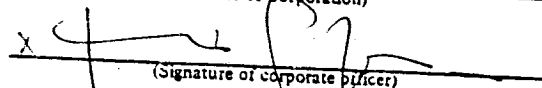
_____ a corporation organized and existing under the laws of _____ is designated as agent upon whom process directed to the undersigned corporation may be served within the State of California, in the manner provided by law.

NOTE: Before it may be designated by any foreign corporation as its agent for service of process, a corporate agent must comply with Section 1505, California Corporations Code. (See instruction 2.)

5. The undersigned corporation hereby irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the Secretary of State of the State of California if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.

SENTINEL CORP.

(Name of corporation)

x 

(Signature of corporate officer)

Francis Ford Connola, President
(Typed name and title of officer signing)

INSTRUCTIONS:

1. There must be annexed to this statement, a certificate by an authorized public official of the state or place of incorporation of the corporation, to the effect that the corporation making the statement is an existing corporation in good standing in that state or place. IF A NONPROFIT CORPORATION IS TO BE QUALIFIED, the certificate must also indicate that the corporation is a nonstock, nonprofit corporation.
2. No domestic corporation may be designated as agent for service of process unless it has filed with the Secretary of State the certificate provided for by Section 1505, Corporations Code, and no foreign corporation may be designated unless it has qualified for the transaction of intrastate business in California and has filed with the Secretary of State of the State of California the certificate provided for by Section 1505, California Corporations Code. A domestic or foreign corporation must be currently authorized to engage in business in this State and be in good standing status on the records of the Secretary of State of the State of California, in order to file a certificate pursuant to this section.

NOTE: A CORPORATION CANNOT ACT FOR ITSELF AS AGENT FOR SERVICE OF PROCESS.

3. If a corporation is required to qualify under a D.B.A. (name other than the true corporate name) pursuant to Section 2106(b), Corporations Code, then in the first line of this statement set out the correct corporate name, followed by "which will do business in California as _____," setting forth the D.B.A. in the space indicated. The D.B.A. should not be set out in connection with the corporate name anywhere else in the statement.
4. If the corporation changes its name or if there are any changes in the information contained in this statement, then the corporation must file an Amended Statement and Designation. A form may be obtained from the Secretary of State.