

STATEMENT AND DESIGNATION
BY
FOREIGN CORPORATION

2061762
FILED *JB*
In the office of the Secretary of State
of the State of California

DEC - 1 1997

Bill Jones
BILL JONES, Secretary of State

Kibble Inc.

(Name of Corporation)

_____, a corporation organized
and existing under the laws of Delaware, makes the
(State or Place of Incorporation)
following statements and designation:

1. The address of its principal executive office is 5617 Scotts Valley Drive, Suite 140,
Scotts Valley, CA 95066.

(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 5617 Scotts Valley
Drive, Suite 140, Scotts Valley, CA 95066.

(Insert complete address of principal office in California.)

DO NOT USE POST OFFICE BOX

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA
(Complete Either Item 3 or Item 4)

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

a natural person residing in the State of California, whose complete address
is _____

DO NOT USE POST OFFICE BOX

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.

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

CT Corporation System, a corporation organized
and existing under the laws of Delaware, 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 a corporation may be designated by any other corporation as an agent
for service of process, a corporate agent must have complied with Section
1505, California Corporations Code.

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.

Kibble, Inc.

(Name of Corporation)



(Signature of Corporate Officer)

Marc B. Randolph, President

(Typed Name and Title of Officer Signing)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KIBBLE, INC." 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 TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8776705

DATE:

11-25-97