

2470832

FILED RBD
In the Office of the Secretary of State
of the State of California

OCT 15 2002

Bill Jones
BILL JONES, Secretary of State

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

Maddie's Spirit, a corporation organized and existing under the laws of the State of Nevada, makes the following statements and designation:

The address of its principal executive office is 2223 Santa Clara Avenue, Suite B, Alameda, California 94501.

The address of its principal office in the State of California is 2223 Santa Clara Avenue, Suite B, Alameda, California 94501.

**DESIGNATION OF AGENT FOR SERVICE OF PROCESS
IN THE STATE OF CALIFORNIA**

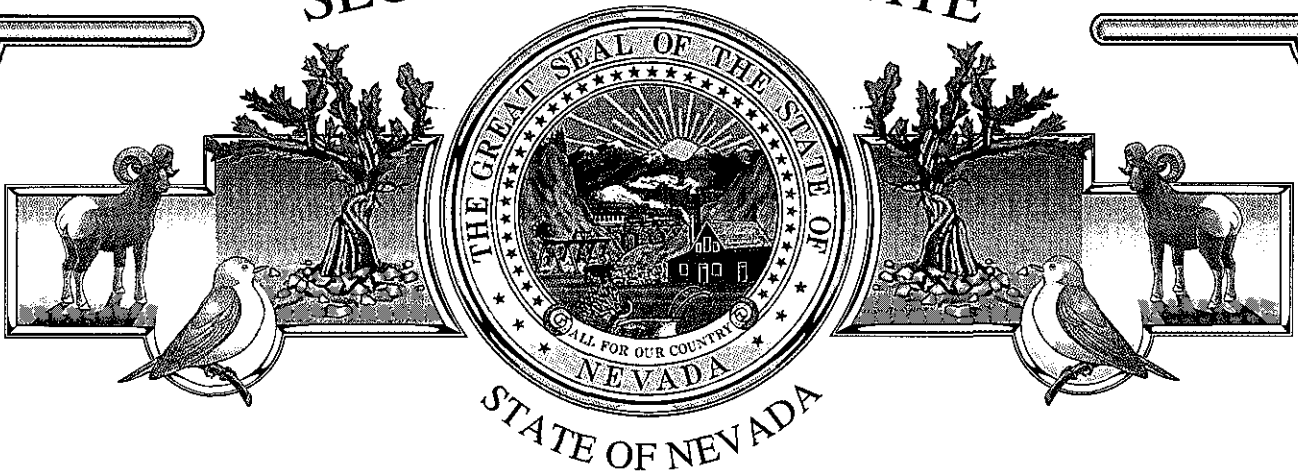
Betsy Buchalter Adler, Esq., a natural person residing in the State of California, whose complete address is c/o Silk, Adler & Colvin, 235 Montgomery Street, Suite 1220, San Francisco, California 94104, is designated as agent upon whom process directed to this corporation may be served within the State of California, in the manner provided by law.

It 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.

Margaret Taylor

Margaret Taylor, Treasurer

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **MADDIE'S SPIRIT** as a non-profit corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 23, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 9, 2002.



Dean Heller

DEAN HELLER
Secretary of State

By *S. J. Zales*

Certification Clerk