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

MAR 17 1998

Bill Jones
BILL JONES, Secretary of State

STATEMENT AND DESIGNATION
BY
FOREIGN CORPORATION

CHEMDIV, INC.
(Name of Corporation)

CHEMDIV, INC., a corporation organized
and existing under the laws of Wisconsin, makes the following
(State or Place of Incorporation)
statements and designation:

1. The address of its principal executive office is 192 West Brentwood Lane
Glendale, Wisconsin 53217
(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 4870 Bella Pacific
Row #155, San Diego, California 92109
(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.)

Ms. Lydia Okun
a natural person residing in the State of California, whose complete address is
5310 Sunglow Court
San Diego, California 92117
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.)

_____, 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 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.

CHEMDIV, INC.

(Name of Corporation)

Helena Jawdosiuk

(Signature of Corporate Officer)

Helena Jawdosiuk, President

(Typed Name and Title of Officer Signing)

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that


CHEMDIV, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is NOVEMBER 7, 1995.

I further certify that said corporation has, during its most recently completed report year, filed with this department an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

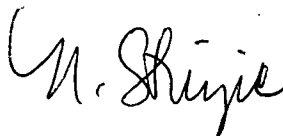
IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department
on OCTOBER 3, 1997.




Richard L. Dean, Secretary

Department of Financial Institutions

BY:



Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.