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ACCOUNT NO. : 072100000032

REFERENCE : 713946 4340155

AUTHORIZATION : *Patricia Pajub*

COST LIMIT : \$ 70.00

ORDER DATE : May 30, 2000

ORDER TIME : 2:19 PM

ORDER NO. : 713946-015

700003276967--4

CUSTOMER NO: 4340155

CUSTOMER: Ms. Susan Taylor.
Callan Associates, Inc.
Suite #1300
71 Stevenson Street
San Francisco, CA 94105

FOREIGN FILINGS

NAME: CALLAN ASSOCIATES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

BJC
4/5

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 RECEIVED
 00 JUN -5 PM 4:48 00 JUN -5 PM 3:25

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Callan Associates Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Susan L. Taylor
(Name of Person)

Callan Associates Inc.
(Firm/Company)

71 Stevenson Street, Suite 1300
(Address)

San Francisco, CA 94105
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
84 JUN 14 1988

Should you need to call someone concerning this matter, please call:

Susan L. Taylor at (415) 974-5060
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Callan Associates Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. California 3. 94-2192581
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 5, 1973 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Callan Associates Inc., 71 Stevenson Street, Suite 1300
San Francisco, CA 94105
(Current mailing address)

8. To perform asset management and consulting services.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Bobbe Hall
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Edwin C. Callan

Address: 71 Stevenson Street, Suite 1300, San Francisco, CA 94105

Director:
Vice Chairman: John C. Callan

Address: 71 Stevenson Street, Suite 1300, San Francisco, CA 94105

Director: Gay (NMN) Callan

Address: 71 Stevenson Street, Suite 1300, San Francisco, CA 94105

Director: Ronald D. Peyton

Address: 71 Stevenson Street, Suite 1300, San Francisco, CA 94105

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Ronald D. Peyton

Address: Callan Associates Inc., 71 Stevenson St., Suite 1300, San Francisco, CA 94105

Executive
Vice President: David F. Bonnette

Address: Callan Associates Inc., 71 Stevenson St., Suite 1300, San Francisco, CA 94105

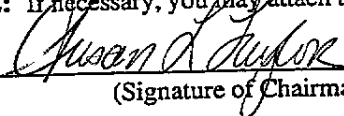
CFO &
Secretary: Susan L. Taylor

Address: Callan Associates Inc., 71 Stevenson St., Suite 1300, San Francisco, CA 94105

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Susan L. Taylor, CFO & Secretary
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 JUN - 5 PM 4:48

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 9th day of January, 19 73,

CALLAN ASSOCIATES INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

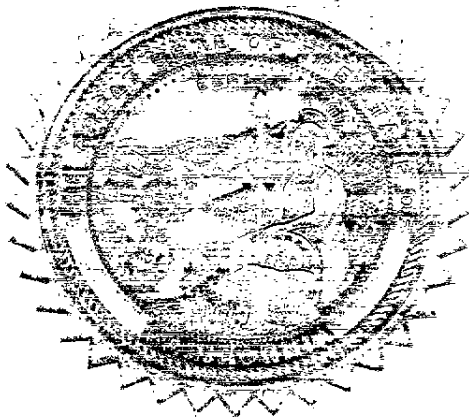
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

June 1, 2000.



Bill Jones

Secretary of State