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CT CORPORATION SYSTEM

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withdrawal

CORPORATION(S) NAME

METRIC ASSIGNOR, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

( ) Profit
( ) NonProfit
( ) Limited Liability Co.
( ) Foreign

( ) Amendment
(X) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

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APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Metric Assignor, Inc.
_____
(Name of Corporation)

California
_____
(Incorporated Under Laws Of)

This corportion is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.
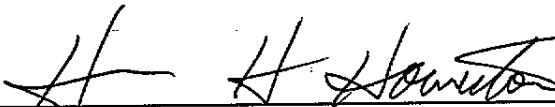
One California St., Ste. 1400
_____
(Mailing Address)

San Francisco, CA 94111
_____
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

_____   September 3, 1998
Signature   Date

Herman H. Howerton
_____
Typed or printed name

Vice President, General Counsel and Secretary
_____
Title

(FLA.- 2192 - 1/5/93)
CT System