



THE UNITED STATES
CORPORATION
COMPANY

F94000002620

ACCOUNT NO. : 072100000032

REFERENCE : 341955 4323146

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizito

ORDER DATE : April 23, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 341955-005

CUSTOMER NO: 4323146

100002153821--9

CUSTOMER: Mr. Christopher G. Barrett
Morrison & Foerster
425 Market Street

San Francisco, CA 94105

FOREIGN FILINGS

NAME: METRIC HOLDINGS, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: STEPHANIE STSCHERBAN

FILED
97 APR 24 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/24
Jon
Withdrawal

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

Metric Holdings, Inc.

(Name of Corporation)

The State of Delaware

(Incorporated Under Laws Of)

FILED
97 APR 24 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation 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.

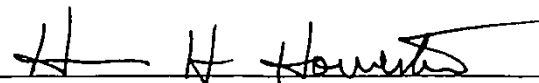
c/o SSR Realty Advisors, Inc., One California Street, Suite 1400

(Mailing Address)

San Francisco, CA 94111-5415

(City/State/Zip)

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

 Secretary
Signature Title

Herman H. Howerton

Typed or printed name

4/18/97

Date