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FILED *36*
in the office of the Secretary of State
of the State of California

JUN - 8 1998

Bill Jones
BILL JONES, Secretary of State

STATEMENT AND DESIGNATION
BY
FOREIGN CORPORATION

ALAN FRANKEN INC.

(Name of Corporation)

_____ a corporation organized
and existing under the laws of New York, makes the following
(State or Place of Incorporation)
statements and designation:

1. The address of its principal executive office is c/o Wlodinger, Erk & Chanzis
15 East 26th Street, New York, NY 10010

(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 c/o Erickson &
Halloran, 1620 26th Street-Ste 2060 North, Santa Monica, CA 90404

(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.)

_____ a natural person residing in the State of California, whose complete address is

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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.)

XL CORPORATE SERVICES, INC., a corporation
organized and existing under the laws of California, 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.

ALAN FRANKEN INC.

(Name of Corporation)

Frances Franken

(Signature of Corporate Officer)

FRANCES FRANKEN - VICE PRESIDENT
(Typed Name and Title of Officer Signing)