

SECRETARY OF STATE'S ANNUAL VERIFICATION REPORT

Due June 30 -- (Corporations must file by this date to avoid bad standing status)

CAUTION READ CAREFULLY Make check payable to Kentucky State Treasurer - Mail both annual report form and check to BREMER EHRLER, SECRETARY OF STATE, P. O. BOX 1158, FRANKFORT, KY 40602-1158 (502-564-2848).

RECORD #: 152674

DUE: June 30, 1991

FILING FEE: 15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

PHOTO & SOUND COMPANY
140 HUBBELL ST.
SAN FRANCISCO, CALIF. 94107

(3) STATE OF INCORPORATION:

DELAWARE

(2) CORRECTED PRINCIPAL OFFICE ADDRESS:

(4) DATE OF INCORPORATION OR CERTIFICATE OF AUTHORITY:

01-05-81

(5) REGISTERED AGENT AND REGISTERED ADDRESS:

C T CORP. SYSTEM
KY. HOME LIFE BLDG.
LOUISVILLE, KY. 40202

055807
A corporation may change its registered office or registered agent by filing a statement of change form per KRS 271B.5-020 (profit) and KRS 273.184 (non-profit). Form available by checking the request block below or writing to the Secretary of State's office.

YES, PLEASE SEND FORMS

JUL 2 1991

PLEASE TYPE OR PRINT (The annual report will not be accepted for filing if this section is not completed.)

SECRETARY OF STATE
COMMONWEALTH OF KY

List below names and business address of the corporation's directors and principal officers. If necessary attach a continuation sheet. (If you are the only officer, give your name and address and denote sole officer.)

PRESIDENT _____ see attached list of officers _____
VICE PRESIDENT _____
SECRETARY _____
TREASURER _____
OTHER _____

I VERIFY THAT THE RECORDS OF THE SECRETARY OF STATE ARE TRUE AND CORRECT AND I AM AUTHORIZED TO SIGN THIS REPORT (ALL CORPORATIONS MUST SIGN ON AUTHORIZED SIGNATURE LINE)

AUTHORIZED SIGNATURE _____ TITLE PRESIDENT PHONE (415) 582-7355

PROFESSIONAL SERVICE CORPORATIONS ONLY - KRS 274.105 Requires the names and addresses of all shareholders in addition to the directors and principal officers.

Pursuant to KRS 274.105, I the undersigned, being President of the KRS Chapter 274 corporation, a professional service corporation, do hereby certify that all of the shareholders of the said corporation, not less than one half of the directors, and all officers other than secretary and treasurer, are duly qualified as provided in Chapter 274. (Please use the lines above or attach continuation sheet.)

PRESIDENT'S SIGNATURE Douglas C. [Signature]

PHOTO & SOUND COMPANY (DELAWARE CORPORATION)
NAMES AND RESPECTIVE ADDRESSES OF THE
OFFICERS AND DIRECTORS OF THE CORPORATION:

| | NAME | ADDRESS |
|----------------|--------------------|---|
| PRESIDENT | DOUGLAS A. MICHAEL | 140 Hubbell St. San Francisco, CA. 94107 |
| VICE-PRESIDENT | JEROME W. KINTNER | 140 Hubbell St. San Francisco, CA. 94107 |
| SECRETARY | DAVID M. ATCHESON | 155 Montgomery St. San Francisco, CA. 94104 |
| TREASURER | DOUGLAS A. MICHAEL | 140 Hubbell St. San Francisco, CA. 94107 |
| DIRECTORS: | JEROME W. KINTNER | 140 Hubbell St. San Francisco, CA. 94107 |
| | DOUGLAS A. MICHAEL | 140 Hubbell St. San Francisco, CA. 94107 |
| | DAVID M. ATCHESON | 155 Montgomery St. San Francisco, CA. 94104 |
| | LORENZO N. HOOPES | 45 Mott Place, Oakland, CA. 94619 |