

State of Idaho

Department of State.

CERTIFICATE OF DISSOLUTION OF

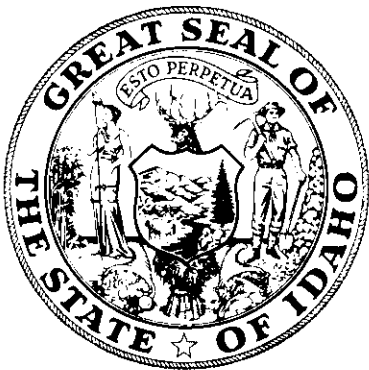
ASHCRAFT INVESTMENTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of ASHCRAFT INVESTMENTS, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated March 17, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF DISSOLUTION

OF

ASHCRAFT INVESTMENTS, INC.

The following Articles of Dissolution, pursuant to Idaho Code Section 30-1-92, are hereby adopted pursuant to the Idaho Business Corporation Act:

1. Name.

The name of the corporation is ASHCRAFT INVESTMENTS, INC., of 219 South Idaho Avenue, Sugar City, Idaho 83448.

2. Names and Addresses of Last Officers and Directors.

The names and addresses of the last officers and directors of the corporation and their respective offices are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Boyd B. Ashcraft	2983 East 2000 North Sugar City, ID 83440	President
Kenneth R. Howell	219 South Idaho Sugar City, ID 83448	Secretary

3. Notice.

The requirements of Section 30-1-87, Idaho Code, have been fulfilled. There are no creditors of the corporation requiring that notice be given.

4. Statement of Debts.

All debts, obligations, and liabilities of the corporation have been paid and discharged or adequate provision therefore have been made.

5. Statement Concerning Property.

All of the remaining property and assets of the corporation have been distributed in proportion to the respective rights and interests of the shareholders.

6. Statement Regarding Suits Pending.

There are no suits pending against the corporation in any court. A copy of the minute and resolution authorizing dissolution of the within corporation has been annexed hereto as Exhibit "A".

DATED: January 30, 1989.

ASHCRAFT INVESTMENTS, INC.,
an Idaho corporation

By Boyd B. Ashcraft
Boyd B. Ashcraft
President

By Kenneth R. Howell
Kenneth R. Howell
Secretary

STATE OF IDAHO)
 ss
County of Madison)

BOYD B. ASHCRAFT and KENNETH R. HOWELL, being first duly sworn, state as follows:

That they are Officers of ASHCRAFT INVESTMENTS, INC., an Idaho Corporation; that they have read the foregoing Articles of Dissolution; that the facts therein stated are true

ARTICLES OF DISSOLUTION OF ASHCRAFT INVESTMENTS, INC.

to the best of their knowledge and have been adopted by the corporation.

Boyd B. Ashcraft
Boyd B. Ashcraft

Kenneth R. Howell
Kenneth R. Howell

SUBSCRIBED AND SWORN To before me this 30th day of
January, 1989.

Shelly A. Parker
Notary Public for Idaho
Residing at: Rexburg
My Commission Expires: 7-12-91

ARTICLES OF DISSOLUTION OF ASHCRAFT INVESTMENTS, INC.

EXHIBIT "A"

MINUTES OF JOINT SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS OF ASHCRAFT INVESTMENTS, INC. TO ADOPT ONE MONTH LIQUIDATION PLAN

A special joint meeting of the stockholders and directors of ASHCRAFT INVESTMENTS, INC., an Idaho Corporation, was held at 219 South Idaho Avenue, Sugar City, Idaho 83448, on December 30, 1988, at the hour of 4 o'clock p.m.

The following shareholders were present in person, constituting all of the shareholders and representing 100 percent of the stock ownership of the corporation: Boyd B. Ashcraft and Kenneth R. Howell.

The following directors were present, constituting all of the directors of the corporation: Boyd B. Ashcraft and Kenneth R. Howell.

Boyd B. Ashcraft, president of the corporation, acted as chairman of the meeting and Kenneth R. Howell, secretary of the corporation, acted as secretary of the meeting.

The secretary read a written waiver of notice of this meeting which was signed by the sole shareholders of the corporation, Boyd B. Ashcraft and Kenneth R. Howell. A written waiver of notice of this meeting was also read by the secretary and signed by the two directors, Boyd B. Ashcraft and Kenneth R. Howell. The secretary was ordered to add this waiver of notice to these minutes.

The chairman announced that this meeting was called for the purpose of discussing and acting upon a proposal to liquidate and dissolve the corporation, pursuant to the voluntary dissolution provisions of Idaho Code, Section 30-1-84.

The chairman after reviewing current financial conditions believes it will be in the best interest of the shareholders if the corporation is liquidated, the remaining liabilities paid, and the remaining assets, if any, distributed to the shareholders in payment of notes and capital.

After considerable discussion by the shareholders and directors, and after the president of the corporation had made his report on its financial condition, the following resolution was unanimously adopted:

RESOLVED: The following plan of liquidation of ASHCRAFT INVESTMENTS, INC., be and it is hereby adopted:

1. The corporation, by its duly authorized officers, Boyd B. Ashcraft, as president, and Kenneth R. Howell as

secretary-treasurer, will distribute to its shareholders, during the month of December, 1988, and January 1989 all of the assets of the corporation, if any, including all real, personal, and intangible property, subject to all known liabilities which are unpaid at the time of transfer, if any, with the exception of a reasonable amount of cash to be retained for payment of federal and state taxes in 1988, if any. It is believed that there are no known liabilities of the corporation. However, if there should be any unknown liabilities the shareholders agree to assume any such unpaid liabilities pro rata and to accept their interest in the remaining assets and will surrender all of their stock for cancellation.

2. The corporation shall be voluntarily dissolved pursuant to Sections 30-1-83 and 30-1-84, et seq., of the Idaho Code. The officers of the corporation are hereby authorized to execute all necessary documents in connection with such voluntary dissolution. The within resolution shall be deemed a resolution by the Board of Directors, pursuant to Section 30-1-84, Idaho Code. The signature hereto of the shareholders of the corporation shall be deemed a voluntary consent by the shareholders to the dissolution of the corporation, pursuant to Section 30-1-83, Idaho Code.

3. It is the belief and the knowledge of the shareholders and the board, there are no creditors of the corporation and no notice is deemed required pursuant to Section 30-1-87, Idaho Code.

4. The officers are hereby authorized to convey the corporate property, if any, as hereinbefore stated to the shareholders pro rata based on their interest in the corporation, pursuant to Section 30-1-87(b), Idaho Code, and to do all other acts required to liquidate its business and affairs, and to distribute any remaining assets, to the shareholders according to their right and interest.

5. The shareholders, understand that the corporation or any creditor or other interested person at any time during the liquidation of the corporation's business and affairs may make application to the District Court of the county in which the registered office or principal place of business of the corporation is situated to have the liquidation continued under supervision of the court, pursuant to Section 30-1-87(c), Idaho Code.

6. The officers are hereby authorized to prepare and file articles of dissolution, pursuant to Section 30-1-92 and 30-1-93, Idaho Code.

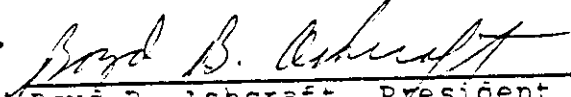
7. The accountant for the corporation will file form 966 with the proper office of the Internal Revenue Service together with a certified copy of this resolution within 30 days after the date of this meeting.

8. The accountant for the corporation shall assist the shareholders if they desire to have their gain taxed as provided in Section 331 of the Internal Revenue Code, for federal income tax purposes in preparing appropriate forms and in seeing that they are filed with the Internal Revenue Service within a period of 30 days from the date of this meeting.

9. The officers and directors of the corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be found necessary in liquidating and dissolving the corporation in accordance with the expressed intent of the shareholders and directors under the plan adopted at this meeting.

10. There being no further business before the meeting, the meeting was adjourned.

DATED: December 30, 1988.


Boyd B. Ashcraft, President


Kenneth R. Howell, Secretary

The undersigned, being the shareholders and directors of the above named corporation, consent and ratify the above and hereby waive any requirement of notice. The undersigned hereby specifically consent to the dissolution of Ashcraft Investments, Inc., on the terms set forth in the above minutes.

Boyd B. Ashcraft
Boyd B. Ashcraft

Kenneth R. Howell
Kenneth R. Howell