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2002 JAN 24 AM 9:26
CLERK OF DISTRICT COURT
IDAHO

**ARTICLES OF DISSOLUTION
OF
PEND OREILLE BREWING CO., INC.**

The undersigned, being a quorum of the board of directors and holders of a majority of the shares of Pend Oreille Brewing Co., Inc., hereby dissolve the corporation pursuant to the Idaho Business Corporation Act.

I

The name of the corporation is **PEND OREILLE BREWING CO., INC.**

II

The dissolution was authorized on January 5, 2002, at a special joint meeting, after notice, of the board of directors and shareholders. A quorum of the board of directors was present and holders of a majority of the shares of stock in the corporation were present.

III

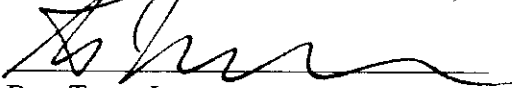
The board of directors recommended dissolution to the shareholders..

IV

The total number of shares which the corporation had issued and which were entitled to vote on the dissolution were five thousand seven hundred thirty one (5,731) shares. Those shareholders present held five thousand three hundred three (5,303) shares, representing 92% of the outstanding issued shares. The number of shares that voted in favor of the dissolution were five thousand three hundred three (5,303) shares, resulting in 92% of the outstanding issued shares approving dissolution.

Dated this 22nd day of January, 2002.

PEND OREILLE BREWING CO., INC.



By: Terry Jensen
Secretary/Treasurer

IDAHO SECRETARY OF STATE
01/24/2002 05:00
CK: 8706 CT: 82935 BH: 441892
1 @ 30.00 = 30.00 PRDF DISSO # 2

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