

FILED
Jul 21 4 01 PM '99
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF DISSOLUTION
OF
HOLLENBAUGH PHOTOGRAPHY, INC.

IDAHO SECRETARY OF STATE

07/22/1999 09:00
CX: 16124 CT: 25233 IN: 235019

1 P 30.00 = 30.00 PROF DISSO # 2

C128168

ARTICLE 1

THE NAME OF THE CORPORATION IS HOLLENBAUGH PHOTOGRAPHY, INC.

ARTICLE 2

PURPOSES AND OBJECTIVES

PURSUANT TO TITLE 30, CHAPTER 1 AND 13, IDAHO CODE, THE CORPORATION AND UNDERSIGNED SOLE SHAREHOLDER HEREBY ELECT TO DISSOLVE HOLLENBAUGH PHOTOGRAPHY, INC., FORMED UNDER THE LAWS OF THE STATE OF IDAHO THE 24TH DAY OF MARCH, 1999.

ARTICLE 3

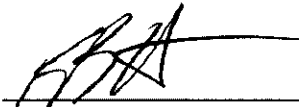
AUTHORIZATION AND APPROVAL

PURSUANT TO THE PLAN OF DISSOLUTION, AUTHORIZED THE 21ST DAY OF JULY, 1999 BY THE BOARD OF DIRECTORS OF THE CORPORATION, ONE (1) VOTE WAS ENTITLED TO BE CAST ON THE PROPOSAL. K. BRAD HOLLENBAUGH, SOLE HOLDER OF 5,000 ISSUED AND OUTSTANDING SHARES CONSTITUTING 100% OF THE ISSUED AND OUTSTANDING SHARES OF THE CORPORATION CAST THE ONE (1) ENTITLED VOTE IN FAVOR OF THE PLAN OF DISSOLUTION.

ARTICLE 4

CORPORATE ASSETS AND LIABILITIES

THE UNDERSIGNED CERTIFY THAT NO DEBT OF THE CORPORATION REMAINS UNPAID AND THAT THE NET ASSETS OF THE CORPORATION HAVE BEEN DISTRIBUTED TO THE SOLE STOCKHOLDER.


K. BRAD HOLLENBAUGH
PRESIDENT AND SOLE STOCKHOLDER

7/21/99
DATE

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
HOLLENBAUGH PHOTOGRAPHY, INC.

This special meeting of the corporation was held on the 21st day of July, 1999 at 12:00PM in the corporate office.

The following were present:

K. Brad Hollenbaugh

Tammy K. Hollenbaugh


constituting all the stockholders and directors of the corporation.

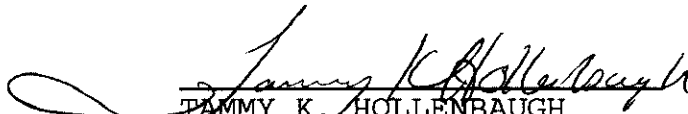
K. Brad Hollenbaugh proposed corporate dissolution as the current corporate structure was preventing tax planning strategies from being implemented, that he was assuming all corporate liabilities and net assets, and called for a vote. Thereupon, on motion duly made, seconded and unanimously adopted, it was

RESOLVED, Hollenbaugh Photography, Inc., is to be dissolved according to the laws of the State of Idaho effective this 21st day of July, 1999.

The vote was unanimously affirmative for dissolution.

DATED this 21st day of July, 1999.


K. BRAD HOLLENBAUGH
PRESIDENT AND SOLE STOCKHOLDER


TAMMY K. HOLLENBAUGH
SECRETARY