

State of Idaho

Department of State

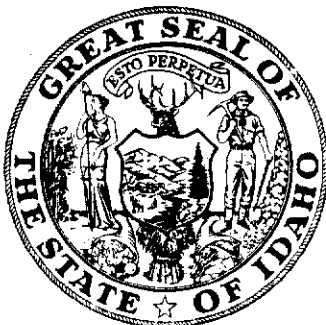
CERTIFICATE OF DISSOLUTION OF

A CHILD'S PLACE, INC.
File Number C 84992

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of A CHILD'S PLACE, INC., duly executed 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: December 23, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

Nov 27 8 43 AM '96

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF DISSOLUTION '96

OF SECRETARY OF STATE
STATE OF IDAHO

A CHILD'S PLACE, INC.

IDAHO SECRETARY OF STATE
DATE 11/27/1996 0900 42333

CX #: 26453 CUST# 2545
PROF DISSO 30.00= 30.00
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Pursuant to the provisions of Section 30-1-92, Idaho Code, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name of the corporation is A Child's Place, Inc., and its address is Post Office Box 3634, Ketchum, Idaho 83340.

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

President/Treasurer
Sharon Poehling
P.O. Box 3634
Ketchum, ID 83340

Secretary/Vice-President
Michael Poehling
P.O. Box 3634
Ketchum, ID 83340

THIRD: The notice required by Section 30-1-87, Idaho Code, has been given.

FOURTH: All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

FIFTH: All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with the provisions in the Articles of Incorporation, or if there is no provision then in proportion to their respective rights and interests.

SIXTH: There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

SEVENTH: The dissolution of the corporation has received the unanimous written consent of the shareholders, a duplicate original of which is annexed hereto.

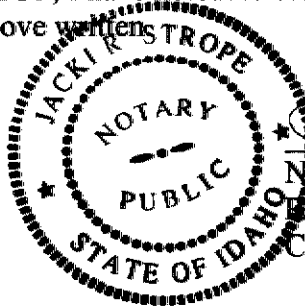
DATED this 14th day of ^{November} ~~October~~ 1996.

By Sharon Poehling
SHARON POEHLING, President

STATE OF IDAHO)
) ss.
County of Blaine)

The undersigned, a notary public in and for said state, does hereby certify that on the 14th day of ~~October~~ ^{November} 1996, personally appeared before me SHARON POEHLING, who, being by me first duly sworn, declared that she is the President of A Child's Place, Inc., that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Jacki R. Strope
Notary Public for Idaho
Residing at: Hailey
Comm. Expires: 9/3/2000

WRITTEN CONSENT OF SHAREHOLDERS

TO DISSOLVE A CHILD'S PLACE, INC.

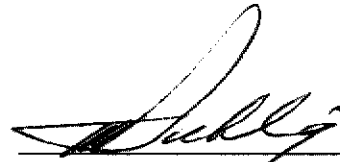
Nov 27 8 43 AM '96
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-83, Idaho Code, all of the shareholders of the below-named corporation hereby consent in writing to dissolve said corporation:

FIRST: The name of the corporation is A Child's Place, Inc.

SECOND: The shareholders of the corporation, all of whose signatures are affixed to this consent, hereby consent in writing to the voluntary dissolution of the corporation pursuant to the provisions of the Idaho Business Corporation Act. The signatures of the shareholders constitute authority to dissolve.

DATED this 14th day of ^{November}~~October~~ 1996.


MICHAEL POEHLING

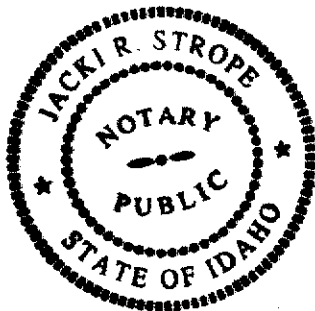

SHARON POEHLING

STATE OF IDAHO)
) ss.
County of Blaine)

Sharon Poehling, being first duly sworn, deposes and states: she is the President of A Child's Place, Inc., an Idaho corporation, and the foregoing Written Consent of Shareholders to Dissolve has been signed by all of the shareholders of said corporation.

Sharon Poehling
SHARON POEHLING,
President of A Child's Place, Inc.

SUBSCRIBED and SWORN to before me this 14th ^{November} ~~October~~ day of 1996.



Jacki R. Strope
Notary Public for Idaho
Residing at: Hailey
Comm. Expires: 9/3/2000