

ARTICLES OF DISSOLUTION OF GF&C HOLDING COMPANY **FILED EFFECTIVE**

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The undersigned, acting on behalf of GF&C Holding Company, an Idaho corporation (the "Corporation"), and pursuant to the Idaho Business Corporation Act ("Act"), submits these Articles of Dissolution to the Secretary of State of Idaho, for filing, to dissolve the Corporation.

**ARTICLE 1
NAME OF CORPORATION**

The name of the corporation is GF&C Holding Company.

**ARTICLE 2
AUTHORIZATION OF DISSOLUTION**

Dissolution of the Corporation was authorized by unanimous written consent of the board of directors of the Corporation dated September 28, 2007.

**ARTICLE 3
APPROVAL BY SHAREHOLDERS**

As recommended by Corporation's Board of Directors, the proposal to dissolve the Corporation was duly approved by the Corporation's shareholders, in accordance with the Act and the Corporation's Fourth Amended and Restated Articles of Incorporation, at a special meeting duly noticed and held on November 14, 2007. The number of votes entitled to be cast on the proposal to dissolve was Three Million Three Hundred Eighty-One Thousand Five Hundred Eighty-Two (3,381,582), consisting of 80,288 shares of Series Two Preferred Voting Stock and 3,301,294 shares of Voting Common Stock, voting as a single voting group (collectively, "Voting Stock"). A quorum consisting of 3,131,740 shares of Voting Stock was present, in person or by proxy, at the meeting. The total number of undisputed votes cast for dissolution was Two Million Nine Hundred Thirty-Five Thousand Seven Hundred Forty-Nine (2,935,749) shares of Voting Stock, constituting a plurality of the votes cast on the proposal.

**ARTICLE 4
EFFECTIVE DATE**

Dissolution of the Corporation shall be effective as of the date of filing these Articles of Dissolution.

Dated this 25th day of February, 2008.

GF&C HOLDING COMPANY

By: Mike Smith
Mike Smith
Its: Chief Financial Officer

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02/26/2008 05:00
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ARTICLES OF DISSOLUTION

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