

State of Idaho

Department of State

CERTIFICATE OF WITHDRAWAL

OF

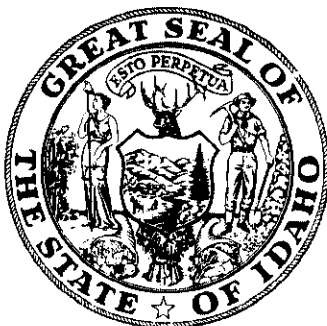
KITCHELL/CEM, INC.

File Number C 93798

I, PETE T. CENARRUSA, secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate of the Application for such Certificate.

Dated: January 12, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)

99 JAN 12 AM



To the Secretary of State of Idaho

Pursuant to Section 30-1-1520, Idaho Code, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is KITCHELL/CEM, INC.

The name which it used in Idaho is KITCHELL/CEM, INC.

2. It is incorporated under the laws of ARIZONA

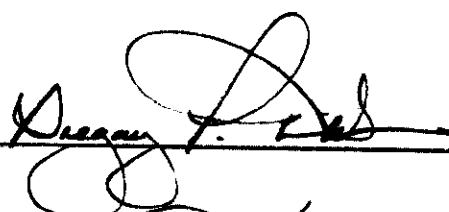

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6, below.

6. The post office address to which process against the corporation may be mailed is 1707 EAST HIGHLAND SUITE 100 PHOENIX AZ 85016

7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

By 
Its 
(specify capacity of signer)

Customer Acct #: _____
(if using pre-paid account)

Secretary of State use only:

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IDAHO SECRETARY OF STATE
01/12/1999 09:00
CK: 178338 CT: 109495 BH: 178894
1 @ 20.00 = 20.00 FOR WITHDR # 2