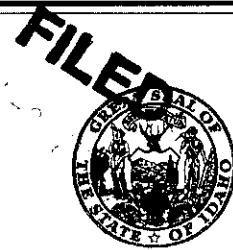


ARTICLES OF DISSOLUTION



To the Secretary of State of Idaho

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation has elected to dissolve.

1. The name of the corporation is: Soft Dress Family Doll Co.

2. The date the dissolution was authorized is: December 30, 1999

3. The dissolution was approved by the shareholders as follows:

a) The number of shares entitled to vote: 100,000

b) The number voting for dissolution: 100,000

c) The number voting against dissolution: 0

4. (optional) The dissolution shall be effective on _____

(if no date is entered it will be effective on the date of filing with the Office of the Secretary of State.)

Customer Acct #:

(if using pre-paid account)

Secretary of State, use only
IDaho SECRETARY OF STATE

01/03/2000 09:00
CX: 7355 CT: 62585 BH: 277834

1 @ 38.00 = 38.00 PROF DISSO # 2

C 106679

Dated: December 31, 1999

Signed: Kathleen M. Kearney

Its Kathleen M. Kearney, President

(Capacity of signer)