

# *State of Idaho*

## **Department of State**

### **CERTIFICATE OF DISSOLUTION OF**

**READ OPTICAL, INC.  
File Number C 88243**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of READ OPTICAL, 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: February 14, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Natalie Lamb*

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 5205 #1570 50235  
 2 06719 0000  
 DATE 02/06/1997  
 IDAHO SECRETARY OF STATE

**ARTICLES OF DISSOLUTION**  
**READ OPTICAL, INC.**

FEB 11 11:22 AM '97  
 FEB 10 10:35 AM '97  
 STATE OF IDAHO

Articles of Dissolution of Read Optical, Inc. made and adopted this 26th day of December, 1996, pursuant to Idaho Code §30-1-92, representing as follows:

a. Reed Optical, Inc. is a corporation, in good standing, organized under the laws of the State of Idaho, and having as its business address: c/o Reed Howell, 330 West Chubbuck Road, #63, Chubbuck, ID 83202.

b. The names and addresses of the current officers and director of the corporation are as follows:

DIRECTOR: Reed Howell  
 330 West Chubbuck Road, #63  
 Chubbuck, ID 83202

OFFICERS:

President - Reed Howell  
 330 West Chubbuck Road, #63  
 Chubbuck, ID 83202

Secretary - Philip Howell  
 414 Yellowstone Avenue  
 Pocatello, ID 83201

c. There are no known actual or known potential creditors of the corporation within the meaning of Idaho Code §30-1-87(a); and thereby no parties to whom notice needs to be sent prior to execution and filing with the Idaho Secretary of State's office of these Articles of Dissolution.

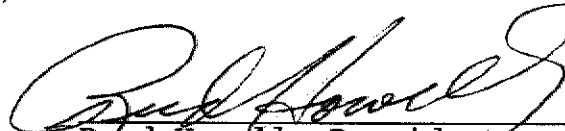
d. All debts, obligations and liabilities of the corporation have been paid and discharged; including long-term mortgage indebtedness paid in connection with sale of real property owned by the corporation in November, 1996.

e. All remaining property and assets of the corporation have been distributed to the sole

shareholder, in accordance with his rights and interests in the corporation (there being no provision for distribution in the Articles of Incorporation) and in accordance with Plan of Complete Liquidation adopted by the corporation on December 26, 1996.

- f. There are no suits pending against the corporation in any court, and no such litigation is threatened against the corporation or contemplated by the corporation's management.
- g. The proposal for dissolution of the corporation has received the written consent of the sole shareholder of the corporation, and a true copy of Shareholder's Consent to Voluntary Dissolution accompanies these Articles as Exhibit "A".

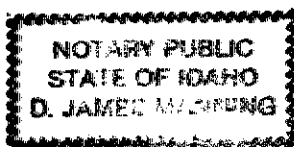
DATED this 26 day December, 1996.

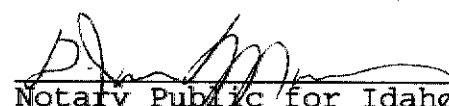
  
Reed Howell, President

STATE OF IDAHO                    )  
  : ss  
County of Bannock                )

Reed Howell, being first duly sworn on oath states:  
That he is the President of said corporation, that he has read  
the foregoing Articles of Dissolution and that the facts therein  
states are true to the best of his knowledge and belief.

  
SUBSCRIBED AND SWORN to before me this 26 day of  
December, 1996.



  
Notary Public for Idaho  
Residing at Pocatello, Idaho  
My commission expires Sept. 30, 1997

SHAREHOLDER'S CONSENT TO VOLUNTARY DISSOLUTION  
OF READ OPTICAL, INC.

FEB 14 10 10 AM '97  
STATE OF IDAHO

The undersigned party, being the sole shareholder of Read Optical, Inc., an Idaho corporation, hereby consents, pursuant to Idaho Code §30-1-83, to voluntary dissolution of Read Optical, Inc.

Shareholder's signature hereon shall constitute authority to the officers and representatives of the corporation to take such additional action as may be necessary and proper to voluntarily dissolve Read Optical, Inc.

DATED this 26 day of December, 1996

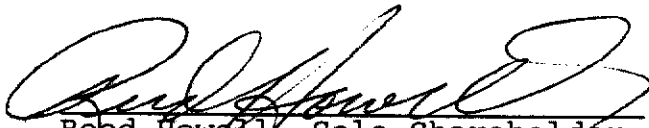
  
Reed Howell, Sole Shareholder  
Read Optical, Inc.

EXHIBIT A