

97 JUN 23 AM 8:38
SECRETARY OF STATE
STATE OF IDAHO

#114114

ARTICLES OF DISSOLUTION
Voluntary dissolution by incorporators.
Idaho Code 30-1-82

IDAHO SECRETARY OF STATE
DATE 06/23/1997
09:00 104501 2
BOOK # 653 CUST# 83286
PAGE 10 DISSO 10 30.00= 30.00

Barker - Monroe Corp 810 N. 4th St. Coeur d'Alene, Idaho, 83814, at the first annual meeting of incorporators, held May 25, 1997, the officers and only shareholders unanimously agreed to dissolve the corporation as of May 31, 1997. The incorporators and only shareholders and officers of the corporation are:

Charles E. Barker - President
402 W. 13th
Post Falls, Idaho 83854
SSA# 532-40-7516
25,000 Shares acquired 3-11-96

Robert H. Monroe - Secretary
P.O. Box 38
Post Falls, Idaho 83854
SSA# 156-26-6770
25,000 Shares acquired 3-11-96

Idaho Corporation # C114114
Federal ID # 82-0488757

All debts, obligations, and liabilities of the corporation have been paid, discharged and adequately provided for.

All remaining property and assets of the corporation have been distributed in accordance with the distribution provision in the articles of incorporation.

There are no suits pending against the corporation in any court.

Charles Barker
President
6-20-97
Date

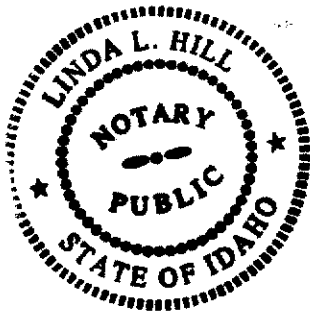
Robert H. Monroe
Secretary
6-20-97
Date

97 JUL - 1 AM 7:57
SECRETARY OF IDAHO

STATE OF IDAHO]

County of Keeton]

I, the undersigned, a notary public for and in the State of Idaho, do hereby certify that on this 20th day of June, 1997, personally appeared before me the undersigned, who, being by me first duly sworn, declared that he is the president of Barker - Monroe Corporation, that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.



Linda L. Hill
Notary Public

Residing Lowell, Idaho

Commission expires 08/06/2002

BARKER - MONROE CORP.

FIRST ANNUAL MEETING

MAY 25, 1997

The first annual meeting of Barker - Monroe Corporation, an Idaho Corporation was held on May 25, 1997 at 6:00PM at 810 N. 4th St., Coeur d'Alene, Idaho.

The undersigned, being all of the incorporators and shareholders of the Barker - Monroe Corporation, at the first annual meeting, pursuant to the By-Laws of the Corporation, adopt the following resolutions.

1. RESOLVED, that the undersigned shareholders agree to dissolve the corporation as of May 31, 1997 and cease cooperative operation of the shop named DICKER - N - SWAP located at 810 N. 4th St. Coeur d'Alene, Idaho.

2. RESOLVED, that all expenses shall be paid by the corporation prior to dissolution.

3. RESOLVED, that a physical inventory of items for sale be taken, and that the value of that inventory and all other assets, be shared equally by the undersigned sole shareholders.

4. RESOLVED, that Charles E. Barker, president, pay to Robert H. Monroe, Secretary, half of the value of the inventory and other assets owned by the corporation, for the purpose of continuing the store named DICKER - N - SWAP, as a sole proprietorship owned only by Charles E. Barker.

5. RESOLVED, that all reports and returns required by both the state of Idaho and the Federal Government, be filed in a timely manner, at the earliest possible convenience of the undersigned shareholders.

Charles Barker

Charles E. Barker
President and Shareholder

5-25-97

Date

Robert H. Monroe

Robert H. Monroe
Secretary and Shareholder

5-25-97

Date