

State of Idaho

Department of State

CERTIFICATE OF DISSOLUTION OF

COLLEGE ADVANTAGE FOUNDATION, INC.

File Number C 104039

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of COLLEGE ADVANTAGE FOUNDATION, INC., duly executed pursuant to the provisions of the Idaho Non-profit 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: January 27, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Herold*

JAN 27 1 29 PM '97
SECRETARY OF STATE
STATE OF IDAHO

JAN 24 8 44 AM '97
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF DISSOLUTION
OF

COLLEGE ADVANTAGE FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being the two remaining directors of COLLEGE ADVANTAGE FOUNDATION, INC., in order to voluntarily dissolve a non-profit corporation pursuant to the laws of the State of Idaho, do hereby certify as follows:

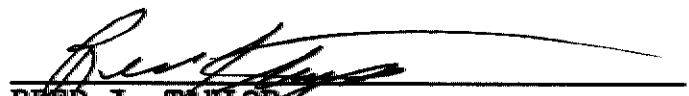
1. CORPORATION NAME AND ADDRESS: The name of the corporation is COLLEGE ADVANTAGE FOUNDATION, INC.


2. DISSOLUTION: The dissolution was authorized by Board of Directors activity on January 21, 1997.

3. MAJORITY ELECTION TO DISSOLVE. The dissolution was approved unanimously by the Board of Directors consisting of two directors.

4. APPROVAL BY MEMBERS: The corporaton having no members, approval of the members was not required. As set forth in item number 3 above, dissolution was approved by a sufficient vote of the Board of Directors.

DATED this 21st day of January, 1997.


REED J. TAYLOR


ERNEST J. DANTINI, JR.
IDAHO SECRETARY OF STATE
DATE 01/24/1997 0900 58030

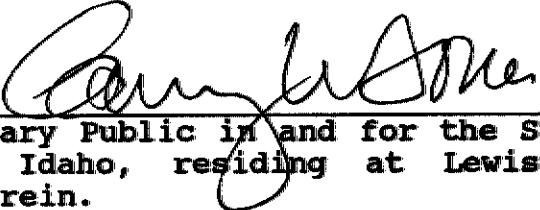
CK #: 21178 CUST# 69462
PROF DISSO
1@ 30.00= 30.00

#:

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 21st day of January, 1997, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared REED J. TAYLOR and ERNEST J. DANTINI, JR., known or identified to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.



Notary Public in and for the State
of Idaho, residing at Lewiston,
therein.

My commission expires 5-22-98.