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STATE OF

IN THE DISTRICT COURT OF THE SIXTH JUDICIAL DISTRICT OF THE
STATE OF IDAHO, IN AND FOR THE COUNTY OF BANNOCK

In the Matter of the Application
For Voluntary Dissolution of

NEIDERS, INC.

An Idaho Corporation.

DECREE OF DISSOLUTION

Case No. 34457

The voluntary application, duly verified, filed in the above entitled Court in the above entitled matter on the 25 day of April, 1976, by NEIDERS, INC., an Idaho Corporation, and its directors praying, among other things, that the said Neiders, Inc. be dissolved, came on regularly for hearing before the Court sitting without a jury on this 28th day of June, 1976, on the said application and the records and files on said matter; Roy J. Neider, the President and one of the Directors of said Corporation, appeared for and on its behalf together with the attorney for said corporation, Archie W. Service, of the firm of Terrell, Green, Service & Gasser, Center Plaza, Pocatello, Idaho.

It appeared to the Court from said application and the records and files in said matter, and the Court so finds, that the said application was filed in this court on the 28 day of April, 1976, that an order was duly given, made and entered on the 28 day of April, 1976, directing that said application be filed with the Clerk of the Court and that said clerk give not less than thirty (30) days notice of such application by publication in the Idaho State Journal, a newspaper of general circulation published in Pocatello, Bannock County, State of Idaho, and that notice has been given and published as required by said order and the statutes of the State of Idaho, in such case made and provided, and that the time for such publication has expired

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and that no objections have been made or filed to said application, and that the time allowed by law and by said order and the Notice for filing such objections has expired and that the Default of all persons for failure to appear, plead, or file their objections to said publication has been duly entered according to law.

Oral and documentary evidence was thereupon introduced in support of the allegations contained in said application, and the evidence having been closed, the cause was submitted to the Court for consideration and decision, and the Court having heard the evidence and proofs, and examined all matters and proceedings, herein mentioned, and duly considered the same and being fully advised in the premises, further finds:

1. That Neiders, Inc., is now and at all times heretofore mentioned has been, a corporation, duly organized and existing under and by virtue of the laws of the State of Idaho, and that its principal place of business and its registered office is now and at all times mentioned herein has been in Pocatello, Bannock County, State of Idaho.

2. That the authorized capital stock of said corporation is now and at all times mentioned in the application for Dissolution has been in the amount of 2,500 shares, of which all are voting, nonassessable shares with the par value of \$100.00 per share; that of the total authorized capital stock there is issued and outstanding 745 shares of the said voting stock of par value of \$100.00 per share, which shares are distributed and held by the following shareholders, in the corresponding amounts;

Roy Neider	109 shares
Helen M. Neider	109 shares
LeRoy J. Neider	263 shares
Joy A. Wilson	264 shares

That the balance of said authorized capital stock remains unissued by the corporation.

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3. That a special meeting of the stockholders of Neiders, Inc., held on the 20 day of April, 1976, for the purpose of determining whether or not to make application for the voluntary dissolution of said corporation, a resolution was unanimously adopted by all of the stockholders of all of the issued and outstanding stock of Neiders, Inc., to make application to the District Court of the Sixth Judicial District, In and For the County of Bannock, State of Idaho, for the voluntary dissolution of said corporation.

4. That all claims and demands against Neiders, Inc have been satisfied and discharged.

5. That the number of directors constituting the Board of Directors of Neiders, Inc. as specified in its Articles of Incorporation and By-Laws is now and at all times mentioned has been four persons; that the names of the Directors and Officers now in office and the post office addresses of each are as follows:

Roy J. Neider - Director and President, Poc., ID.
Helen M. Neider - Treasurer and Director, Poc., ID.
LeRoy J. Neider - Vice President and Director, San Jose, CA.
Joy A. Wilson - Secretary and Director Tullock, ID.

That the said named persons were and are now respectively, the Directors and Officers of said Corporation, preceding the filing of said application and have had and now have the management of the affairs of the corporation and all of them have signed said application.

6. That Neiders, Inc., should be dissolved as an Idaho Corporation.

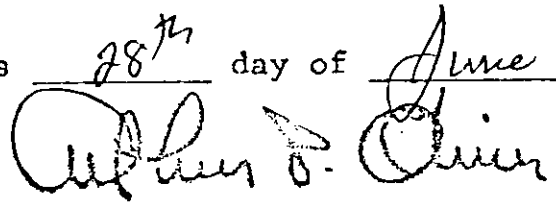
NOW THEREFORE, IT IS HEREBY ORDERED, DECLARED, ADJUDGED AND DECREED:

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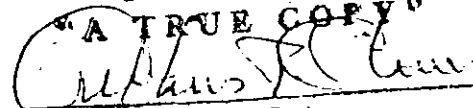
1. That the Neiders, Inc., an Idaho Corporation, heretofore organized and existing under and by virtue of the laws of the State of Idaho, shall be, and the same is hereby dissolved.

2. That Roy J. Neider, Helen M. Neider, LeRoy J. Neider and Joy A. Wilson are the Directors of the affairs of said Neiders, Inc, in office at this time, and as such and by operation of law the statutory trustees of the creditors and stockholders of said Neiders, Inc., with full power to settle the affairs of said corporation and to distribute and convey all of the property of said corporation to its stockholders in the settlement of its affairs and in complete liquidation of the corporation; that Applicants have such other and further relief as may seem meet and equitable herein.

DONE IN OPEN COURT this 28th day of June, 1976.



DISTRICT JUDGE

CERTIFIED
"A TRUE COPY"

District Judge