

State of Idaho

Department of State

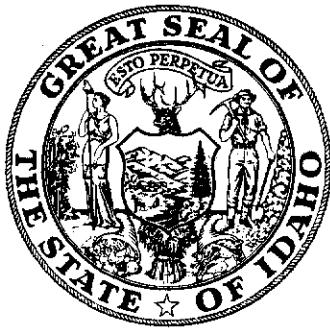
CERTIFICATE OF DISSOLUTION OF

KETCHCORP, INC.
File Number C 89673

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of KETCHCORP, 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: November 6, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Sally J. Clark

Nov 6 8 24 AM '96

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF DISSOLUTION OF KETCHCORP, INC.

The undersigned president of Ketchcorp, Inc., an Idaho Corporation, hereby adopts the following Articles of Dissolution.

1. The name of the corporation and post office address is Ketchcorp, Inc., P. O. Box 249, Ketchum, Idaho 83340.

2. The names and addresses of the last officers of the corporation and their respective offices are: Bob Mann, president and sole director, 910 Ramona Avenue, Suite F, Grover Beach, CA 93433, and James H. Kealing, secretary, 23560 Lyons Avenue, Suite 224, Newhall, CA 91381. The effective date of the dissolution is October 31, 1996.

3. The notice required by Section 30-1-87, Idaho Code was not given or necessary since the corporation has no creditors.

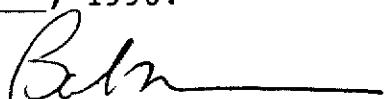
4. All debts, obligations and liabilities of the corporation have been paid and discharged.

5. All the remaining property and assets of the corporation have been distributed in accordance with the distribution provision in the Articles of Incorporation have been distributed in accordance with the distribution provision in the Articles of Incorporation, or if there be no such provision, among the shareholders in proportion to their respective rights and interests.

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

7. The dissolution has received the written consent of the sole shareholder of the corporation as required by Section 30-1-84, Idaho Code.

8. In witness whereof the President of the corporation has set his hand this 31 day of Oct, 1996.



Bob Mann, President

IDAMO SECRETARY OF STATE
DATE 11/06/1996 0900 37270

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CK #: 1327 CUST# 2204

PROF DISSO
1@ 30.00= 30.00

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VERIFICATION

STATE OF California)
County of Santa Barbara) ss.

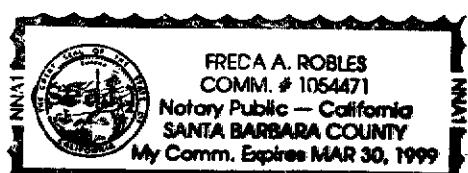
Bob Mann, being first duly sworn on oath, deposes and says, that he is the President of Ketchcorp, Inc.; that he has read the foregoing Articles of Dissolution, knows the contents thereof, and believes the same to be true to the best of his knowledge and belief.

Bob Mann
Bob Mann, President

STATE OF California)
County of Santa Barbara) ss.

On this 31st day of October, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared Bob Mann, known to me to be the person whose name is subscribed to the within instrument as President of Ketchcorp, Inc., and acknowledged to me that he executed the same as such President of said corporation.

WITNESS my hand and seal the day and year in this certificate first above written.



Freca A. Robles
Notary Public for California
Residing at Santa Barbara
Commission Expires 3-30-1999