

State of Idaho

Department of State

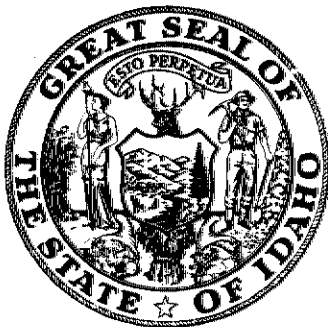
CERTIFICATE OF DISSOLUTION OF

STAMPEDE LAND COMPANY
File Number C 98529

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of STAMPEDE LAND COMPANY, 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 20, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley J. Clark

Nov 20 3 15 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF DISSOLUTION - STATE OF IDAHO
"S" CORPORATION, "STAMPEDE LAND COMPANY"

Per Section 30-1-92, "Articles of Dissolution" and by the authority granted to us, the officers of Stampede Land Co., by the signatures of the three (individual) shareholders of Stampede Land Co. as recorded in "Voluntary dissolution by consent of shareholders" pertaining to Stampede Land Co. and dated this date, November 4, 1996, these Articles of Dissolution are executed for Stampede Land Co. by us by our signatures below.

a. Name of corporation and post office address:

STAMPEDE LAND COMPANY
c/o William P. McCarty, Pres.
W. 7375 E. Riverview Drive
Coeur d'Alene, Idaho 83814
208-765-1437

b. Names and addresses of the last officers and directors of the corporation and their respective offices:

William P. McCarty Shareholder, Director and
W. 7375 E. Riverview Drive President
Coeur d'Alene, ID 83814

Lucy M. Holt Shareholder, Director and
2785 Huntington Drive Vice President
Aptos, CA 95003

Carol M. McCarty Shareholder, Director and
W. 7375 E. Riverview Drive Treasurer
Coeur d'Alene, ID 83814

Arthur S. Flagan Director
3710 W. Fairway Drive
Coeur d'Alene, ID 83814

Kerry Standish Secretary
800 East Ohio Match Rd.
Rathdrum, ID 83858

c. Notice to creditors, required by Section 30-1-87, Idaho Code, was waived by us since Stampede Land Co. has conducted no business and has held no assets nor liabilities of any type since 1994 (when all creditors were paid in full) and currently, therefore, has absolutely no creditors to which to make notice.

IDAHO SECRETARY OF STATE
DATE 11/20/1996 0900 40684

CK #: 4011 CUST# 72463

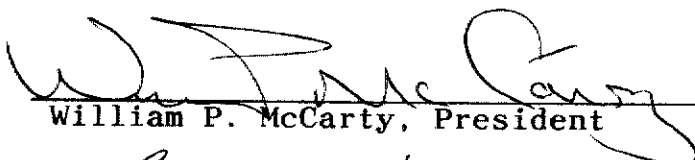
PROF DISSO

1@ 30.00= 30.00

✱:

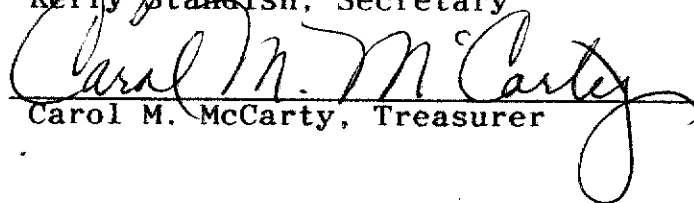
- d. All debts, obligation, and liabilities of said corporation, Stampede Land Co., have been paid and/or discharged in full as of 1994 and none additional have been incurred since that date.
- e. All remaining property and assets of said corporation, Stampede Land Co., have been distributed in accordance with the distribution provision of the articles of incorporation of Stampede Land Co. to its shareholders.
- f. There are no suits pending against the corporation, Stampede Land Co., in any court.
- g. The dissolution has received the unanimous written consent of the three shareholders of said corporation, Stampede Land Co., in accordance with Section 30-1-83, "Voluntary dissolution by consent of shareholders", dated today, November 4, 1996.

These Articles of Dissolution, in the matter of the dissolution of the Idaho "C" corporation, Stampede Land Co., are executed this November 4, 1996, by us, the last officers of Stampede Land Co., by our signatures below, effective today or on a date selected by the Office of the Secretary of State, State of Idaho.


William P. McCarty, President


Lucy M. Holt, Vice President


Kerry Standish, Secretary


Carol M. McCarty, Treasurer

Nov 20 9 15 AM '96
SECRETARY OF STATE
STATE OF IDAHO

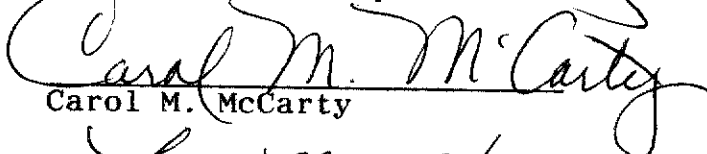
VOLUNTARY DISSOLUTION OF STATE OF IDAHO "STAMPEDE LAND CO.", BY CONSENT OF SHAREHOLDERS

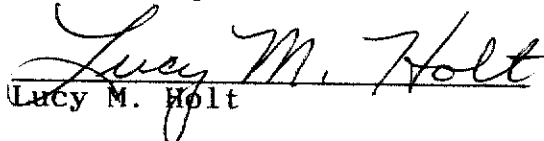
Per Section 30-1-83, "Voluntary dissolution by consent of shareholders" of the Idaho Business Corporation Act and Idaho Professional Service Corporation Act of 1994, we three shareholders of Stampede Land Co., owning between us 100% of the outstanding shares of Stampede Land Co., by our signatures below, constitute authority to dissolve said Idaho "S" corporation, Stampede Land Co.

With this authority, we hereby seek dissolution of said corporation, Stampede Land Co., effective on this date, November 4, 1996, (which is also the date of Articles of Dissolution, attached, drawn up per Section 30-1-92, "Articles of dissolution"), or on a date selected by the State of Idaho, Office of the Secretary of State for this action.

Signatures of Shareholders:


William P. McCarty


Carol M. McCarty


Lucy M. Holt