

State of Idaho

Department of State

CERTIFICATE OF DISSOLUTION OF

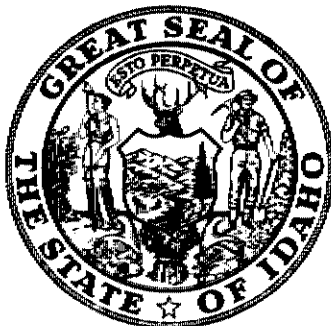
BP HOLDINGS, INC.

File Number C 84547

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of BP HOLDINGS, 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: April 1, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davis*

APR 1 0 49 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF DISSOLUTION FOR
BP HOLDINGS, INC.

IDAHO SECRETARY OF STATE
DATE 08/07/1996 0900 43476
CK # 1005493 CUST# 65741
PROF DISSO 30.00=

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Pursuant to authority granted by action of the shareholder of BP Holdings, Inc., an Idaho corporation (the "Corporation"), the Corporation does hereby prepare the following Articles of Dissolution.

- A. The name of the Corporation is BP Holdings, Inc.
- B. The address of the Corporation's principal office is 50 West 300 South, Suite 300, Salt Lake City, Utah 84101. The Corporation will not maintain a principal office or conduct any business from and after date of dissolution. Should service be necessary, service of process may be mailed to Clark M. Mower, 50 West 300 South, Suite 300, Salt Lake City, Utah 84101.

C. The following are the names and addresses of the last officers and directors of the Corporation and their respective offices:

R. Stephen Blackham	50 West 300 South, #300 Salt Lake City, UT 84101	Director
Marcia Custer	50 West 300 South, #300 Salt Lake City, UT 84101	Director
Clark M. Mower	50 West 300 South, #300 Salt Lake City, UT 84101	Director, President, & Treasurer
Teresa A. Houghton	50 West 300 South, #300 Salt Lake City, UT 84101	Secretary

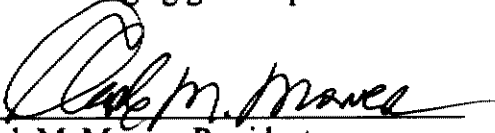
- D. The notice, as applicable, required by Section 30-1-87, Idaho Code was given.
- E. All debts, obligations, and liabilities of the Corporation have been paid and discharged or adequate provision has been made therefor.
- F. All remaining property and assets, if any, of the Corporation have been distributed to the shareholder of the Corporation.
- G. There are no suits pending against the Corporation in any court.

H. Dissolution was approved by action of the shareholder effective as of April 30, 1995 by vote of the shareholder. This Corporation has a single shareholder which is BP Thermal Associates. As of the date of dissolution, BP Thermal Associates held 100 shares and voted all said shares in favor of dissolution.


DATED as of the 22nd day of March, 1996.

BP THERMAL ASSOCIATES

By: **BONNEVILLE PACIFIC CORPORATION**
its managing general partner

By: 
Clark M. Mower, President
Date: 22 March 1996

APPROVED:



ROGER G. SEGAL, not individually
but as the duly appointed, qualified and
validly acting Chapter 11 Bankruptcy
Trustee for Bonneville Pacific
Corporation
Date: MARCH 25 1996