

State of Idaho

Department of State

CERTIFICATE OF DISSOLUTION OF

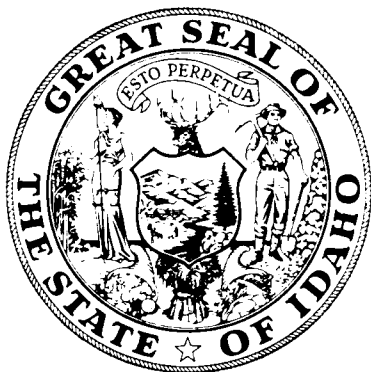
PACE, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of _____ PACE, INCORPORATED _____

_____ duly signed and verified 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 _____ December 30 _____, 19 35 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 30-1-92 OF THE
IDAHO BUSINESS CORPORATION ACT
OF

18 DEC 30 PM 4 03

PACE, INCORPORATED

PURSUANT TO THE PROVISIONS FOR DISSOLUTION OF THE IDAHO BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF DISSOLUTION FOR THE PURPOSES OF TERMINATING ITS BUSINESS:

FIRST: THE NAME AND POST OFFICE ADDRESS OF THIS CORPORATION IS:

PACE, INCORPORATED
ROUTE 3 BOX 6150
TWIN FALLS, IDAHO 83301

SECOND: THE NAMES AND ADDRESSES OF THE LAST OFFICERS AND DIRECTORS OF THE CORPORATION, AND THEIR RESPECTIVE OFFICES ARE:

NAME	ADDRESS	OFFICE
D. L. PACE	RT 3 BOX 6150 TWIN FALLS, IDA. 83301	PRESIDENT/DIRECTOR
JAY C. PACE	RT 3 TWIN FALLS IDA. 83301	SECY/DIRECTOR

THIRD: THE NOTICE REQUIRED BY SECTION 30-1-87 OF THE IDAHO CODE WAS GIVEN TO ANY ACTUAL KNOWN CREDITORS OF THE CORPORATION

FOURTH: ALL DEBTS, OBLIGATIONS, AND LIABILITIES OF THE CORPORATION HAVE BEEN PAID AND DISCHARGED- OR ADEQUATE PROVISION FOR THEM HAS BEEN MADE

FIFTH: ALL REMAINING PROPERTY AND ASSETS OF THE CORPORATION HAVE BEEN DISTRIBUTED AMONG ITS SHAREHOLDERS IN PROPORTION TO THEIR RESPECTIVE RIGHTS AND INTERESTS

SIXTH: THERE ARE NO SUITS PENDING AGAINST THE CORPORATION IN ANY COURT IN RESPECT OF WHICH ADEQUATE PROVISION HAS NOT BEEN MADE FOR THE SATISFACTION OF ANY JUDGEMENT, ORDER, OR DECREE WHICH MAY BE ENTERED AGAINST IT, AND

SEVENTH: THE DISSOLUTION HAS RECEIVED THE UNANIMOUS WRITTEN APPROVAL OF THE SHAREHOLDERS.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED PRESIDENT AND SECRETARY OF PACE, INC., HAVE HEREUNTO PLACED OUR HANDS AND SEALS THIS 30TH DAY OF DECEMBER 1988.

PACE, INC., BY

D. L. Pace

D. L. PACE, PRESIDENT

PACE, INC., BY

Jay Pace

JAY C. PACE, SECRETARY

STATE OF IDAHO }
 } SS.
COUNTY OF TWIN FALLS }

ON THIS 30TH DAY OF DECEMBER 1988, PERSONALLY APPEARED BEFORE ME D. L. PACE AND JAY C. PACE, PERSONALLY KNOWN TO ME, AND AFTER BEING FIRST DULY SWORN, DECLARED TO ME THAT THEY ARE RESPECTIVELY THE PRESIDENT AND SECRETARY OF PACE, INC., THAT THEY SIGNED THIS DOCUMENT AS THE PRESIDENT AND SECRETARY OF SAID CORPORATION, AND THAT THE STATEMENTS HEREIN MADE BY THEM ARE TRUE AND CORRECT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF.

Joseph A. Hunter

NOTARY PUBLIC FOR IDAHO
RESIDING AT TWIN FALLS
MY COMMISSION EXPIRES 17 MAR 94

PACE, INC.
RESOLUTION AND PLAN OF DISSOLUTION
15 DECEMBER 1988

THE BOARD OF DIRECTORS CONVENED IN A FINAL MEETING ON 15 DECEMBER 1988 FOR THE PURPOSE OF ADOPTING A PLAN OF DISSOLUTION AND MAKING THE NECESSARY ARRANGEMENTS TO ACCOMPLISH IT.

A MOTION WAS PRESENTED BY D. L. PACE THAT THE ASSETS OF THE CORPORATION BE DISTRIBUTED TO THE SHAREHOLDERS IN COMPLETE REDEMPTION OF THEIR STOCK IN THE CORPORATION, WITH THE STIPULATION THAT THE DISTRIBUTION WAS TO BE ACCOMPLISHED ENTIRELY WITHIN THE CALENDAR MONTH OF DECEMBER 1988. IT WAS NOTED THAT THE DISTRIBUTION WAS TO BE DONE IN THIS MANNER IN ORDER THAT IT QUALIFY FOR TREATMENT UNDER SECTION 333 OF THE INTERNAL REVENUE CODE.

THE BOARD OF DIRECTORS UNANIMOUSLY ADOPTED THE PROPOSAL OF MR. PACE, NOTING THAT IT WAS INTENDED THAT BY SO DOING, THE SHAREHOLDERS WOULD QUALIFY FOR TREATMENT UNDER SECTION 333 OF THE INTERNAL REVENUE CODE. THE BOARD FURTHER DIRECTED THAT THE NECESSARY DOCUMENTS FOR THE DISSOLUTION BE PREPARED AND FILED WITH THE APPROPRIATE STATE AND FEDERAL AUTHORITIES.

MEETING ADJOURNED 2:00 P. M.

SIGNED,



D. L. PACE, DIRECTOR