

**FILED EFFECTIVE**

**ARTICLES OF DISSOLUTION**

**OF**


**PHOENIX TRANSPORTATION, INC.**

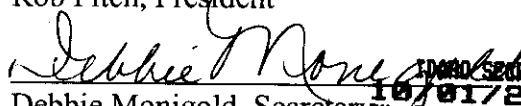
OCT -1 PM 2:34

STATE OF IDAHO

1. The name of this corporation is PHOENIX TRANSPORTATION, INC., and the address is 16 12th Avenue South, Suite 101, Nampa, Idaho 83651.
2. The date this dissolution was authorized is September 27, 2002.
3. All secured debts of the corporation are being paid to the extent of the value of their collateral. All expenses of administration, including legal fees and costs, advances for operating expenses during the period of liquidation and winding up, and reasonably necessary operating expenses arising after the date hereof will be paid. Thereafter, all pre-dissolution unsecured debts, obligations and liabilities of this corporation will be paid pro-rata. The Corporation has adopted a Plan of Dissolution and Winding Up, a copy of which shall be submitted to all creditors and parties in interest.
4. All remaining property and assets of this corporation will be distributed among the shareholders of the corporation. It is unknown if any distribution to shareholders will be made.
5. Notice to creditors will be given pursuant to the Idaho Code §30-1-1406.
6. The names and addresses of the corporate officers and directors are:

Debbie Monigold	Rob Fitch
216 E, Beech	P.O. Box 707
Caldwell, ID 83605	New Plymouth, ID 83655
7. The corporate directors have given consent for this dissolution and have submitted the same to the shareholders of the corporation.
8. The number of shares entitled to vote was 200 common stock. The number voting for dissolution was 200 of common stock. The number of shares of common stock voting against the dissolution was -0-.
9. This dissolution will be effective October 1, 2002.

  
Rob Fitch, President

  
Debbie Monigold, Secretary

IDAHO SECRETARY OF STATE  
10/01/2002 05:00  
CK: 78612 CT: 1177 BM: 524516  
1 @ 30.00 = 30.00 MERGER # 2

STATE OF IDAHO            )  
                                      )ss.  
COUNTY OF ADA            )

Rob Fitch, being first duly sworn on oath, deposes and says:

That is the President of Phoenix Transportation, Inc., and Idaho corporation.

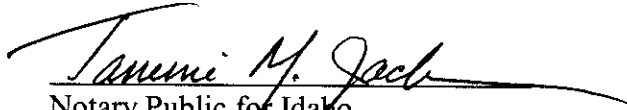
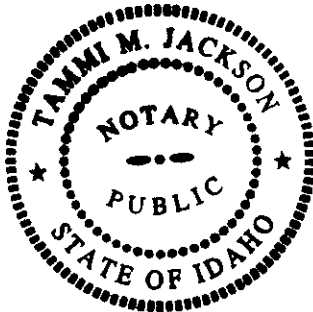
That he has read the above and foregoing, knows the contents thereof and believes the facts therein stated to be true and correct to the best of his knowledge.



Rob Fitch

2002.

SUBSCRIBED AND SWORN to before me, this 1st day of October,



Notary Public for Idaho

Residing at Boise, Idaho

My commission expires:

**NOTICE TO KNOWN CREDITORS/CLAIMANTS  
OF**

**PHOENIX TRANSPORTATION, INC.,  
AN IDAHO CORPORATION**

**PURSUANT TO LIQUIDATION AND DISSOLUTION**

NOTICE IS HEREBY GIVEN that Phoenix Transportation, Inc., an Idaho corporation, ("**Company**") has filed Articles of Dissolution with the Idaho Secretary of State, a copy of the Articles of Dissolution are attached hereto as **Exhibit "A."** The Company has further adopted a Plan of Dissolution and Winding Up, a copy of the Plan of Liquidation is attached hereto as **Exhibit "B."**

All persons having claims against the Company ("**Claimant**") are hereby notified that they must present their claims, as further set forth in this Notice, within one hundred twenty-one (121) days after the date of this Notice, as provided for in Idaho Code § 30-1-1406. Such claim must include the amount of money Claimant claims is due from the Company; the basis for Claimant's claim, including copies of invoices, statements or other copies of correspondence; copies of all loan documents or security interest; and, any additional information Claimant reasonable believe is related to such claim.

Claims not received by the Company from Claimant by the above-referenced deadline will be forever barred.

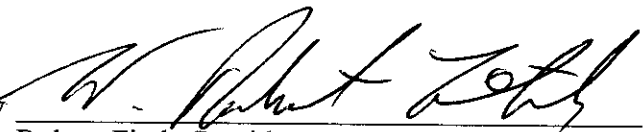
In the event a claim is timely filed by a Claimant and the Company rejects such claim, the Claimant must commence a proceeding to enforce such claim within ninety (90) days from the date of the rejection notice, as provided for in Idaho Code § 30-1-1406.

Claims must be presented, via U.S. Mail postage prepaid, via hand delivery or via facsimile to:

Sheila Schwager, Esq.  
Hawley Troxell Ennis & Hawley LLP  
877 W. Main Street, Suite 1000  
Boise, Idaho 83702  
Facsimile: (208) 342-3829

DATED THIS 7 day of October, 2002.

**Phoenix Transportation, Inc.,  
an Idaho corporation**

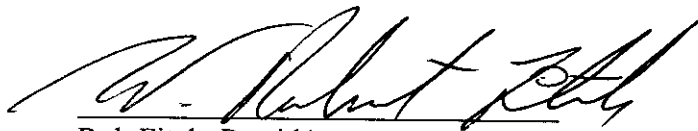
By   
Robert Fitch, President

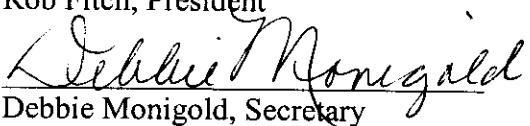
**EXHIBIT "A"**

**ARTICLES OF DISSOLUTION  
OF  
PHOENIX TRANSPORTATION, INC.**

1. The name of this corporation is PHOENIX TRANSPORTATION, INC., and the address is 16 12th Avenue South, Suite 101, Nampa, Idaho 83651.
2. The date this dissolution was authorized is September 27, 2002.
3. All secured debts of the corporation are being paid to the extent of the value of their collateral. All expenses of administration, including legal fees and costs, advances for operating expenses during the period of liquidation and winding up, and reasonably necessary operating expenses arising after the date hereof will be paid. Thereafter, all pre-dissolution unsecured debts, obligations and liabilities of this corporation will be paid pro-rata. The Corporation has adopted a Plan of Dissolution and Winding Up, a copy of which shall be submitted to all creditors and parties in interest.
4. All remaining property and assets of this corporation will be distributed among the shareholders of the corporation. It is unknown if any distribution to shareholders will be made.
5. Notice to creditors will be given pursuant to the Idaho Code §30-1-1406.
6. The names and addresses of the corporate officers and directors are:

Debbie Monigold	Rob Fitch
216 E, Beech	P.O. Box 707
Caldwell, ID 83605	New Plymouth, ID 83655
7. The corporate directors have given consent for this dissolution and have submitted the same to the shareholders of the corporation.
8. The number of shares entitled to vote was 200 common stock. The number voting for dissolution was 200 of common stock. The number of shares of common stock voting against the dissolution was -0-.
9. This dissolution will be effective October 1, 2002.

  
Rob Fitch, President

  
Debbie Monigold, Secretary

STATE OF IDAHO                    )  
  )ss.  
COUNTY OF ADA                 )

Rob Fitch, being first duly sworn on oath, deposes and says:

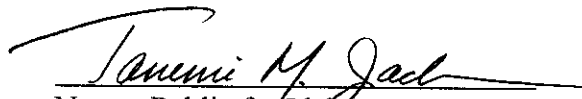
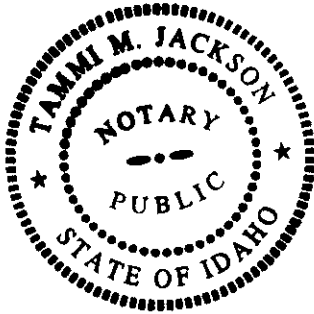
That is the President of Phoenix Transportation, Inc., and Idaho corporation.

That he has read the above and foregoing, knows the contents thereof and believes the facts therein stated to be true and correct to the best of his knowledge.



Rob Fitch

SUBSCRIBED AND SWORN to before me, this 18<sup>th</sup> day of October,  
2002.



Notary Public for Idaho

Residing at Boise, Idaho

My commission expires:

## **EXHIBIT "B"**

### **PLAN OF DISSOLUTION AND WINDING UP OF**

#### **PHOENIX TRANSPORTATION, INC., AN IDAHO CORPORATION**

PHOENIX TRANSPORTATION, INC., an Idaho corporation ("**Company**"), having voted to dissolve the Company, shall take the following actions to wind up the business or affairs of the Company pursuant to Idaho Code §30-1-1405.

#### **A. Articles of Dissolution**

The Company shall file Articles of Dissolution for the Company with the Secretary of State for the State of Idaho effective upon filing. A copy of the Articles of Dissolution for the Company are attached as **Exhibit "A."**

#### **B. Winding Up of Business or Company Affairs**

1. The Company shall continue solely for the purposes of winding up its affairs in an orderly manner. This shall entail liquidating or distributing its assets for payments to creditors.

2. Neither the Company's Board of Directors nor Officers nor any Shareholder shall take any action that is inconsistent with, or not necessary to or appropriate for, the orderly winding up of the Company's business and affairs.

3. The Company's Board of Directors, Officers and Shareholders shall cause the Company property to be distributed in kind or to be liquidated as promptly as is consistent with obtaining the fair value thereof and cause the proceeds therefrom and any remaining property, to the extent sufficient therefore, to be applied and distributed in the following order:

- a) Professional Services. First, to all allowed claims for those conducting professional services for the Company, such as accountants and attorneys for the operation, winding up and dissolution of the Company.
- b) Creditors. Second, to the payment and discharge of the Company's debts and liabilities to creditors. If there are not sufficient funds to pay all allowed claims of this class, allowed claims shall be paid on a pro-rata basis, based upon the amount of the claim.
- c) Shareholders as Creditors. Third, if any sums remain, to the payment and discharge of the Company's debts, and any loan to the Company by an officer or Director; and

#### **C. Execution and Implementation of the Plan**

1. Pursuant to the Idaho Code § 30-1-1406, notices to known creditors and claimants will be sent to all creditors of the Company such that any proceeds from the Sale can be distributed based on Section B above. A copy of such notice is attached hereto as **Exhibit "C."**

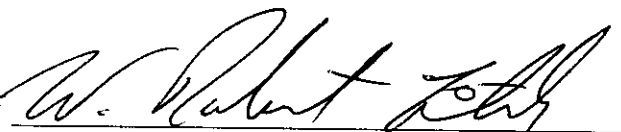
**D. Modification of Plan**

The Board of Directors of the Company will monitor this Plan of Dissolution and Winding Up until fully consummated, including but not limited to the following purposes:

1. Review and classification of the claim(s) of any creditor(s) and the re-examination of the claims which have been allowed, and the determination of such objections as may be filed to any such creditors' claims.
2. Determination of all questions and disputes, if any, regarding the title of the assets of the Company, and determination of all causes of action, controversies, disputes, or conflicts, whether or not subject to action pending as of the date of dissolution, between the Company and any other party.
3. The correction of any defect, the incurring of any omission, or the reconciliation of any inconsistency in this Plan of Dissolution and Winding Up or order of confirmation as may be necessary to carry out the purposes and intent of this Plan of Dissolution and Winding Up.
4. The modification of this Plan of Dissolution and Winding Up pursuant to State or Federal law as the Company's Board of Directors deems necessary.
5. To enforce and interpret the terms and conditions of this Plan.

DATED THIS 1 day of October, 2002.

**Phoenix Transportation, Inc.,  
an Idaho corporation**

By   
Robert Fitch, President

## PLAN OF DISSOLUTION AND WINDING UP

OF

### PHOENIX TRANSPORTATION, INC., AN IDAHO CORPORATION

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#### **B. Winding Up of Business or Company Affairs**

1. The Company shall continue solely for the purposes of winding up its affairs in an orderly manner. This shall entail liquidating or distributing its assets for payments to creditors.

2. Neither the Company's Board of Directors nor Officers nor any Shareholder shall take any action that is inconsistent with, or not necessary to or appropriate for, the orderly winding up of the Company's business and affairs.

3. The Company's Board of Directors, Officers and Shareholders shall cause the Company property to be distributed in kind or to be liquidated as promptly as is consistent with obtaining the fair value thereof and cause the proceeds therefrom and any remaining property, to the extent sufficient therefore, to be applied and distributed in the following order:

- a) Professional Services. First, to all allowed claims for those conducting professional services for the Company, such as accountants and attorneys for the operation, winding up and dissolution of the Company.
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- c) Shareholders as Creditors. Third, if any sums remain, to the payment and discharge of the Company's debts, and any loan to the Company by an officer or Director; and

#### **C. Execution and Implementation of the Plan**

1. Pursuant to the Idaho Code § 30-1-1406, notices to known creditors and claimants will be sent to all creditors of the Company such that any proceeds from the Sale can be distributed based on Section B above. A copy of such notice is attached hereto as **Exhibit "C."**



**D. Modification of Plan**

The Board of Directors of the Company will monitor this Plan of Dissolution and Winding Up until fully consummated, including but not limited to the following purposes:

1. Review and classification of the claim(s) of any creditor(s) and the re-examination of the claims which have been allowed, and the determination of such objections as may be filed to any such creditors' claims.
2. Determination of all questions and disputes, if any, regarding the title of the assets of the Company, and determination of all causes of action, controversies, disputes, or conflicts, whether or not subject to action pending as of the date of dissolution, between the Company and any other party.
3. The correction of any defect, the incurring of any omission, or the reconciliation of any inconsistency in this Plan of Dissolution and Winding Up or order of confirmation as may be necessary to carry out the purposes and intent of this Plan of Dissolution and Winding Up.
4. The modification of this Plan of Dissolution and Winding Up pursuant to State or Federal law as the Company's Board of Directors deems necessary.
5. To enforce and interpret the terms and conditions of this Plan.

DATED THIS 7 day of October, 2002.

**Phoenix Transportation, Inc.,  
an Idaho corporation**

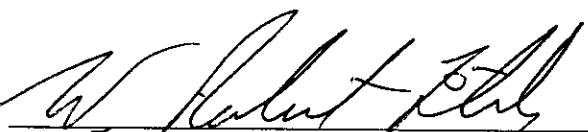
By   
Robert Fitch, President

EXHIBIT "A"

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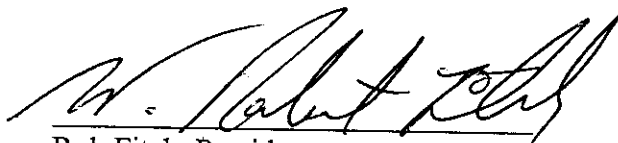
Debbie Monigold  
216 E, Beech  
Caldwell, ID 83605

Rob Fitch  
P.O. Box 707  
New Plymouth, ID 83655

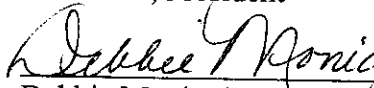
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Rob Fitch, President



Debbie Monigold, Secretary

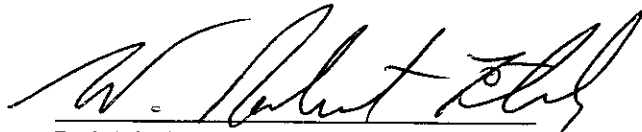
IDAH0 SECRETARY OF STATE  
10/01/2002 05:00  
CK: 78612 CT: 1177 BH: 524516  
1 @ 38.00 = 38.00 MERGER # 2

STATE OF IDAHO                    )  
  )ss.  
COUNTY OF ADA                 )

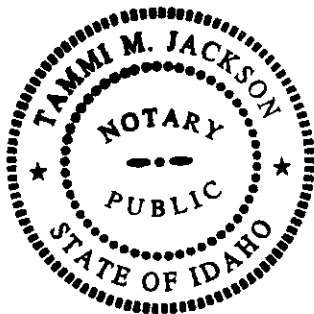
Rob Fitch, being first duly sworn on oath, deposes and says:

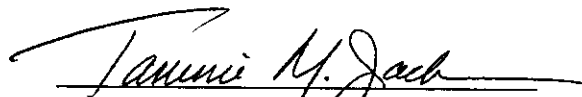
That is the President of Phoenix Transportation, Inc., and Idaho corporation.

That he has read the above and foregoing, knows the contents thereof and believes the facts therein stated to be true and correct to the best of his knowledge.

  
Rob Fitch

SUBSCRIBED AND SWORN to before me, this 1st day of October,  
2002.



  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires:

"EXHIBIT C"

NOTICE TO KNOWN CREDITORS/CLAIMANTS  
OF

PHOENIX TRANSPORTATION, INC.,  
AN IDAHO CORPORATION

PURSUANT TO LIQUIDATION AND DISSOLUTION

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Claims not received by the Company from Claimant by the above-referenced deadline will be forever barred.

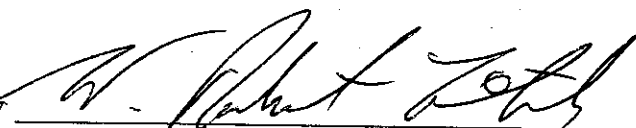
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Sheila Schwager, Esq.  
Hawley Troxell Ennis & Hawley LLP  
877 W. Main Street, Suite 1000  
Boise, Idaho 83702  
Facsimile: (208) 342-3829

DATED THIS 7 day of October, 2002.

Phoenix Transportation, Inc.,  
an Idaho corporation

By   
Robert Fitch, President