



Department of State.

**CERTIFICATE OF DISSOLUTION
OF**

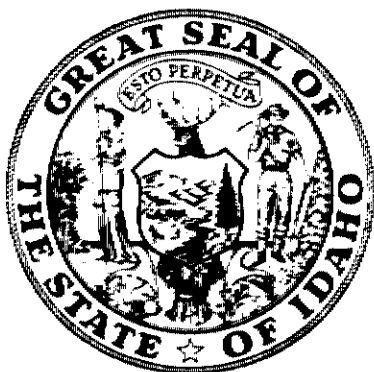
SOLEDAD ENERGY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of **SOLEDAD ENERGY, INC.**

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 April 5, 19 91



Pete T. Cenarrusa

SECRETARY OF STATE

Angie T. Clark
Corporation Clerk

**ARTICLES OF DISSOLUTION OF
SOLEDAD ENERGY INC.**

**Mar 5 10 26 AM '91
SECRETARY OF STATE**

PURSUANT TO the provisions of Section 30-1-92 of the Idaho Business Corporation Act the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

First: The name of the Corporation is Soledad Energy, Inc., and its address is 4414 S. Gekeler Lane, Boise, Idaho 83705.

Second: The names and address of the last officers and directors of the Corporation and their respective offices are:

Ronald C. Yanke, President and Director, 4414 S. Gekeler Lane, Boise, Idaho 83705.

Sheldon L. Schultz, Vice President and Director, 4414 S. Gekeler Lane, Boise, Idaho 83705.

David Suhr, Secretary-Treasurer and Director, 4414 S. Gekeler Lane, Boise, ID 83705.

Richard D. Heaton, General Counsel, 4414 S. Gekeler Lane, Boise, Idaho 83705.

Third: The notice requirements of Section 30-1-87, Idaho Code, were not given in that there are no actual or potential creditors of the Corporation, except for income taxes.

Fourth: All debts, obligations and liabilities of the Corporation have been paid and discharged except income taxes, and adequate provision has been made therefor.

Fifth: All remaining property and assets of the Corporation have been distributed to the Shareholders of the Corporation.

Sixth: There are no law suits pending against the Corporation in any court.

Seventh: This Dissolution is pursuant to a resolution to dissolve unanimously adopted by the Shareholders, and in the manner required by Section 30-1-84, Idaho Code.

Eighth: A duplicate original of the Consent of Shareholders to Dissolve is annexed hereto.

DATED THIS 1st day of April, 1991.

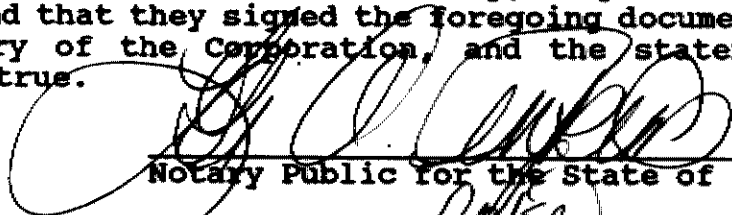

RONALD C. YANKE, President

ATTEST:


DAVID SUHR, Secretary

STATE OF IDAHO)
) ss
COUNTY OF ADA)

I, a Notary Public, for the State of Idaho, do hereby certify that on the 1st day of April, 1991, before me personally appeared RONALD C. YANKE and DAVID SUHR, who, being by me each duly sworn, declared that they are the President and Secretary, respectively of Soledad Energy, Inc. and that they signed the foregoing document as President and Secretary of the Corporation, and the statements therein contained are true.


Notary Public for the State of Idaho

Residing at: 

(SEAL)

My commission expires: 7/12/95

**WRITTEN CONSENT OF SHAREHOLDERS TO DISSOLVE
SOLEDAD ENERGY, INC.**

PURSUANT TO the provisions of Section 30-1-83 of the Idaho Business Corporation Act, the Shareholders of Soledad Energy, Inc. do hereby consent in writing to dissolve said Corporation:

First: The name of the Corporation is Soledad Energy, Inc., and its address is 4414 S. Gekeler Lane, Boise, Idaho 83705.

Second: The Shareholders, whose signatures are affixed to this Consent, hereby consent in writing to the voluntary dissolution of the Corporation pursuant to the provisions of the Agreement and Plan of Liquidation adopted by the Corporation of even date herewith and the provisions of the Idaho Business Corporation Act. The signature of the Shareholders constitutes authority to dissolve.

DATED THIS 1st day of April, 1991.

SHAREHOLDERS



Ronald C. Yanke




Sheldon L. Schultz



Daniel R. Yanke



Jill M. Yanke



Susan L. Norby

CERTIFICATE

STATE OF IDAHO)
) ss
COUNTY OF ADA)

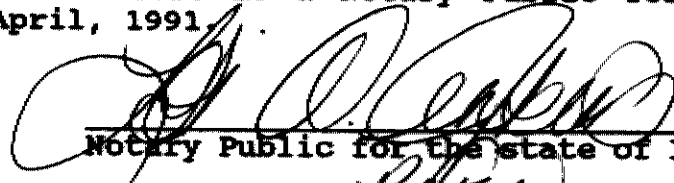
David Suhr, being first duly sworn, on his oath, deposes and says: That he is the Secretary of Soledad Energy, Inc., an Idaho Corporation, and that the foregoing Written Consent of Shareholders to Dissolve has been signed by the Shareholders of the said Corporation.

DATED THIS 1st day of April, 1991.



DAVID SUHR, Secretary

SUBSCRIBED AND SWORN to before me a Notary Public for the State on this 1st day of April, 1991.



Notary Public for the state of Idaho
Residing at: Bose
My commission expires: 7/12/95

(SEAL)