

84978

State of Idaho

Department of State

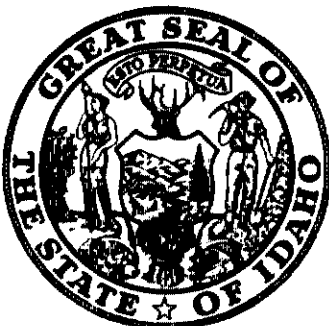
CERTIFICATE OF DISSOLUTION OF

LA-NEL CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of LA-NEL CORP., 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.

April 15, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley L. Clark*

RECEIVED
 SEC. OF STATE
 93 APR 15 AM 10 50
 93 MAR 1 AM 11 14
ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 30-1-92 OF THE
IDAHO BUSINESS CORPORATION ACT
OF
LA-NEL CORP.

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 LA-NEL CORP.

SECOND: The names and addresses of the last officers and directors of the corporation and their respective officers are:

NAME	ADDRESS	OFFICE
Nellie Berg	Route 1 Box 37 Rupert, Idaho 83350	President
Michael D. Brown	Route 1 Box 37 Rupert, Idaho 83350	Vice-President
Leslie Brown	Route 1 Box 37 Rupert, Idaho 83350	Secretary

THIRD: The notice required by Section 30-1-87, Idaho Code, has been given.

FOURTH: All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

FIFTH: All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with the provisions in the Articles of Incorporation, or if there is no provision then 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 Judgment, Order, or Decree which may be entered against it.

IDAHO SECRETARY OF STATE
 19930415 0900 67011 2
 CK 6: 390 CUSTS 1
 CORPORATIO 10 20.00- 20.00

• :

SEVENTH: A duplicate original of the Consent of Shareholders to Dissolve or a verified copy of the Resolution to Dissolve is annexed hereto.

DATED this 31st day of December, 1992.

LA-NEL CORP.

By Nellie Berg
Nellie Berg
President

Leslie Brown
Leslie Brown, Secretary

STATE OF IDAHO)
) SS.
County of Minidoka)

MICHAEL D. BROWN, being first duly sworn, on his oath, deposes and states that: he is the Vice-President of LA-NEL CORP., an Idaho Corporation, and that the foregoing Articles of Dissolution has been signed by the Vice-President of the Corporation.

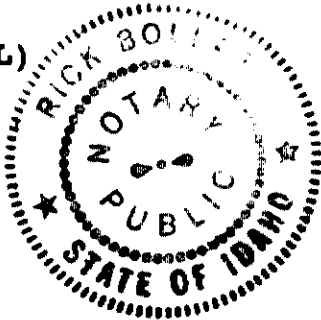
DATED this 31st day of December, 1992.

Michael D. Brown
Michael D. Brown

STATE OF IDAHO)
) SS.
COUNTY OF MINIDOKA)

I, Rick Bollar, a Notary Public, do hereby certify that on this 31st day of December, 1992, personally appeared before me MICHAEL D. BROWN, being by me first duly sworn, declared that he is the Vice-President of LA-NEL CORP., that he signed the foregoing document as Vice-President of the Corporation, and that the statements therein contained are true.

(SEAL)



A handwritten signature of Rick Bollar in black ink, written over a horizontal line.

Notary Public for Idaho
Residing at Rupert, Idaho
My commission Expires: 9/10/98

COPY

MINUTES OF JOINT SPECIAL MEETING
OF DIRECTORS AND STOCKHOLDERS
OF
LA-NEL CORPORATION

A Special Joint Meeting of the Stockholders and Directors of La-Nel Corporation was held at 9:00 o'clock a.m. on November 20, 1992, at the business address of the Corporation.

The following Stockholders were present, constituting all of the Stockholders and representing 100% of the stock ownership of the Corporation:

Nellie Berg - President
Michael D. Brown - Vice-President
Leslie Brown - Secretary

The following Directors were present, constituting all of the Directors of the Corporation:

Nellie Berg - President
Michael D. Brown - Vice-President
Leslie Brown - Secretary

Nellie Berg, President of the Corporation, acted as Chairman of the meeting and Leslie Brown, Secretary of the Corporation, acted as Secretary of the meeting.

The Secretary read a written Waiver of Notice of this meeting which was signed by all the Stockholders. The Secretary was directed to add this Waiver of Notice to these minutes.

The Chairman announced that this meeting was called for the purpose of discussing action upon a plan for liquidation and dissolution of the Corporation. The Chairman expressed her desire to retire from the Corporation. Michael D. Brown and Leslie Brown expressed their desire to acquire only the corporate assets, to dissolve the Corporation and to run the primary business of the Corporation, The Pancake House, as a sole proprietorship. After considerable discussion of the plan by the Stockholders regarding the value of the assets, and the manner in which the dissolution might be accomplished, the following resolution was unanimously adopted:

BE IT RESOLVED BY THE DIRECTORS AND STOCKHOLDERS OF THE LA-NEL CORPORATION AS FOLLOWS:

1. That The officers of the Corporation are authorized and directed to wind up its affairs, collect its assets, and pay or provide for the payment of its debts and liabilities.

2. That as soon as may be reasonably practicable, the officers of the Corporation shall transfer all its remaining property (subject to all its remaining liabilities) to the Corporation Stockholders, in proportion to their stock ownership, in cancellation of their shares.

3. That as soon as may be reasonably practicable, the officers of the Corporation shall cause it to be dissolved.

There being no further business before the meeting, the meeting adjourned.

DATED: Nov 20, 1992.

LA-NEL CORPORATION

By Leslie Brown
Leslie Brown
Its Secretary

STATE OF IDAHO)
) SS.
County of Minidoka)

MICHAEL D. BROWN, being first duly sworn, on his oath, deposes and states that: he is the Vice-President of LA-NEL CORPORATION, an Idaho Corporation, and that the foregoing Minutes of Joint Special Meeting of Directors and Stockholders of LA-NEL CORPORATION has been signed by the Vice-President of the Corporation.

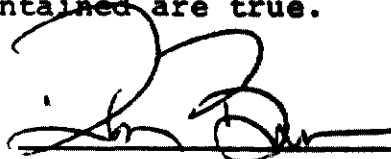
DATED this 20th day of November, 1992.

Michael D. Brown
Michael D. Brown

STATE OF IDAHO)
) SS.
County of Minidoka)

I, Rick Bollar a Notary Public, do hereby certify that on this 20th day of November, 1992, personally appeared before me MICHAEL D. BROWN, being by me first duly sworn, declared that he is the Vice-President of LA-NEL CORPORATION, that he signed the foregoing document as Vice-President of the Corporation, and that the statements therein contained are true.

(SEAL)



Notary Public for Idaho
Residing at Rupert, Idaho
My Commission Expires: 9/10/98