

State of Idaho

Department of State

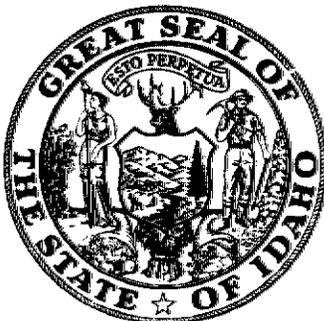
CERTIFICATE OF WITHDRAWAL OF

ARMSTRONG PACIFIC CORPORATION
File Number C 58456

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ARMSTRONG PACIFIC CORPORATION for a Certificate of Withdrawal from this State, 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 24, 1997

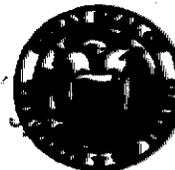


Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hedley*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)



FEB 13 11 31 AM '97
SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, Idaho Code, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is ARMSTRONG PACIFIC CORPORATION, a California corporation,

The name which it used in Idaho is ARMSTRONG PACIFIC CORPORATION, a California corporation,

2. It is incorporated under the laws of California

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6. below.

6. The post office address to which process against the corporation may be mailed is P.O. Box 850, Hailey, ID 83333

7. All sums due or accrued by this corporation to the State of Idaho have been paid.

By *Bruce Armstrong*

BRUCE ARMSTRONG is President, Vice President, Secretary, or Assistant Secretary
(please specify)

1/11/97 11:31 AM '97

IDAHO SECRETARY OF STATE
DATE 02/18/1997
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CK #: 5996 CUST# 5045
FOR WITHDR 1@ 20.00= 20.00

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