

**FILED EFFECTIVE**

**ARTICLES OF DISSOLUTION**

**OF**

2006 SEP 28 AM 8:54

**C & D ENTERPRISES, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the provisions of Title 30, Chapter 1 and 14, Idaho Code, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name and address of the corporation is:

C & D Enterprises, Inc.  
PMB 468  
Coronado, CA 92118

2. The names and addresses of the last officers and directors of the corporation were:

Douglas A. Dailey, Director/President//Secretary/Treasurer  
826 Orange Avenue  
Box 468  
Coronado, CA 92118

3. Douglas Dailey is also the owner of 100% of the outstanding shares and by execution hereof approves of the filing of the Articles of Dissolution.

4. All notices required by Idaho Code §30-1-1402 and §30-1-705 have been given or waived.

5. All debts, obligations and liabilities of the corporation have been paid or discharged.

6. All remaining property and assets of the corporation have been distributed amongst its stockholders in accordance with their respective rights and interests.

7. 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, and there are no criminal proceedings pending

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IDAHO SECRETARY OF STATE  
2006 SEP 28 05:00  
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8. The dissolution of C & D Enterprises, Inc. is by unanimous consent of all shareholders and is pursuant to a resolution adopted in the manner required by Idaho Code §30-1-1402.

9. The date the dissolution was authorized was September 1, 2006, with an effective date of dissolution on the date of filing hereof with the Secretary of State of Idaho.

10. From the effective date of this dissolution, the corporation shall not carry on any business except that appropriate to wind up and liquidate its business and affairs pursuant to Idaho Code §30-1-1405.

DATED this 1<sup>st</sup> day of September, 2006.

C & D ENTERPRISES, INC.

By:

  
DOUGLAS A. DAILEY

Director, President, Secretary/Treasurer  
and 100% Shareholder