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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF DISSOLUTION
OF
SEDUAY PROPERTIES, INC.

Pursuant to the provisions of Idaho Code 30-1-1403, the undersigned being the President and Secretary of Seduay Properties, Inc., hereby adopt the following:

I.

The name of the corporation is SEDUAY PROPERTIES, INC.

II.

The date the dissolution was authorized is December 10, 1997.

III.

Dissolution was approved by the shareholders. The total number of shares entitled to be cast on the proposal to dissolve was one (1) and all shares voted for dissolution.

IV.

There were no voting groups required or present. Seduay Properties, Inc. is dissolved on this 10th day of December, 1997.

James S. Yaudes
James S. Yaudes, President

Jeanne L. Yaudes
Jeanne L. Yaudes, Secretary

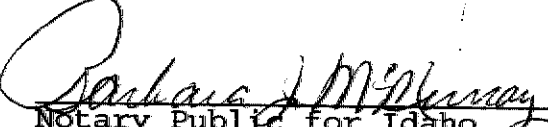
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STATE OF IDAHO)
 ss.
County of Kootenai)

The undersigned, a notary public in and for the State of Idaho, does hereby certify that on this 10th day of December 1997, personally appeared before me JAMES S. YAUDES and JEANNE L. YAUDES, who being first duly sworn, declared that they are the President and Secretary respectively of SEDUAY PROPERTIES, INC., and that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.


Notary Public for Idaho
Residing at Coeur d'Alene
My Commission expires 8-27-98

NOTICE OF A SPECIAL MEETING OF
THE SHAREHOLDERS OF SEDUAY PROPERTIES, INC.
TO ACT ON THE PROPOSED DISSOLUTION OF THE CORPORATION

97 DEC 12 AM 9:26
SECRETARY OF STATE
STATE OF IDAHO

NOTICE IS HEREBY GIVEN that, at a meeting of the Board of Directors of SEDUAY PROPERTIES, INC., duly held on the 10th day of December, 1997, a resolution to dissolve the Corporation was adopted, calling a special meeting of the shareholders of the Corporation to consider and act upon such resolution.

Pursuant to the resolution of the Board of Directors described above, notice is hereby given that a special meeting of the shareholders of the Corporation will be held at the principal office of the Corporation at 118 N. 7th Street, Coeur d'Alene, Idaho, on the 10th day of December, 1997, for the purpose of acting upon the resolution for the dissolution of the Corporation, and for the purpose of transacting such other business as may properly come before the meeting.

DATED this 10 day of December, 1997.

Jeanne L. Gaudes
Secretary

WRITTEN CONSENT OF SHAREHOLDERS TO
DISSOLVE SEDUAY, PROPERTIES, INC.

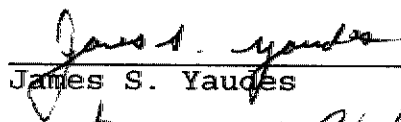
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SECRETARY OF STATE
STATE OF IDAHO

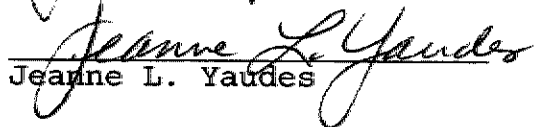
Pursuant to the provisions of Section 30-1-83 of the Idaho Business Corporation Act, the shareholders of the below named corporation consent in writing to dissolve said corporation:

FIRST: The name of the corporation is SEDUAY PROPERTIES, INC.

SECOND: Each of the shareholders whose signature is affixed to this consent hereby consents in writing to the voluntary dissolution of the corporation pursuant to the provisions of the Idaho Business Corporation Act. The signature of the shareholders constitutes authority to dissolve.

DATED this 10 day of December, 1997.


James S. Yaudes


Jeanne L. Yaudes

Certificate

STATE OF IDAHO)
 ss.
County of Kootenai)

JAMES S. YAUTES, being first duly sworn on oath, deposes and states that he is the President of Seduay Properties, Inc., an Idaho Corporation, and that the foregoing Written Consent of Shareholders to Dissolve has been signed by all of the shareholders of said corporation or signed in their names by their attorneys thereunto duly authorized.

DATED this 10 day of December, 1997.

James S. Yaudes
James S. Yaudes

SUBSCRIBED and sworn to before me this 10th day of December, 1997.

Richard J. McMuray
Notary Public for Idaho
Residing at Coeur d'Alene
My Commission expires: 8-27-98

RESOLUTION OF THE BOARD OF DIRECTORS
OF
SEDUAY PROPERTIES, INC.
REGARDING DISSOLUTION OF THE CORPORATION


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SECRETARY OF STATE
STATE OF IDAHO

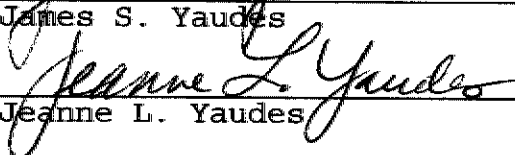
RESOLVED, that the Board of Directors of the Corporation has determined that it is advisable to dissolve SEDUAY PROPERTIES, INC.

RESOLVED FURTHER, that a meeting of the shareholders of the Corporation having voting power has hereby been called, which meeting shall take action upon the foregoing resolution, to dissolve the Corporation, to be held at the principal office of the Corporation at 118 N. 7th Street, City of Coeur d'Alene, County of Kootenai, State of Idaho, on the 10th day of December, 1997, and that the Secretary of the Corporation is hereby authorized and directed to cause notice of the adoption of this resolution to be mailed or delivered to each shareholder of the Corporation.

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to take such further action as may be necessary or appropriate to carry out the intent of the foregoing resolutions.

DATED this 10 day of December, 1997.



James S. Yaudes


Jeanne L. Yaudes