

ARTICLES OF DISSOLUTION
OF
NW PUBLISHING GROUP, INC., INC.

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STATE OF IDAHO

1. The name of this corporation is NW PUBLISHING GROUP, INC., INC., and the address is c/o D. Blair Clark, RINGERT CLARK CHARTERED, 455 South Third Street, P.O. Box 2773, Boise, Idaho 83701-2773

2. The date this dissolution was authorized is August 21, 2000.

3. All secured debts of the corporation are being paid to the extent of the value of their collateral. All expenses of administration, including legal fees and costs, advances for operating expenses during the period of liquidation and winding up, and reasonably necessary operating expenses arising after the date hereof will be paid. Thereafter, all pre-dissolution unsecured debts, obligations and liabilities of this corporation will be paid pro-rata. The Corporation has adopted a Plan of Liquidation, a copy of which shall be submitted to all creditors and parties in interest.

4. All the remaining property and assets of this corporation will be distributed among the shareholders of the corporation. It is unknown if any distribution to shareholders will be made.

5. There are no suits pending against this corporation. Notice to all creditors will be given pursuant to Idaho Code §30-1-1406.

6. The names and address of the corporate officers and directors are:

Daniel Tipp Cullen
P.O. Box 4050
Ketchum, ID 83340

Colleen Daly
12 E. Boullion Street
Hailey, ID 83333

Richard Bradley
2233 Sulfur Springs Ave.
St. Helena, CA 94574

Alan Minskoff
4619 Emerald St., Suite D-1
Boise, ID 83706

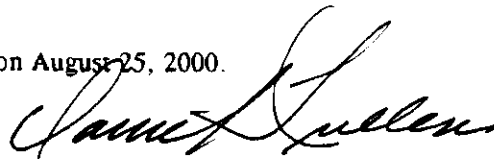
Peter Shoemaker
11150 Santa Monica Boulevard
Suite 320
Los Angeles, CA 90025

7. The corporate directors have given consent for this dissolution and have submitted the same to the shareholders of the corporation.

8. The number of shares entitled to vote was 111,000 common stock. In addition, there are outstanding shares of preferred stock of 604,169. The number voting for dissolution was 111,000 of common stock. The number of shares of common stock voting against the dissolution was -0-. In addition, the holders of 242,082 shares of preferred stock voted their approval for dissolution, although their votes were not necessary.

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9. This dissolution will be effective on August 25, 2000.



Daniel Tipp Cullen, President

Peter Shoemaker, Secretary

STATE OF IDAHO)
COUNTY OF BLAINE) ss

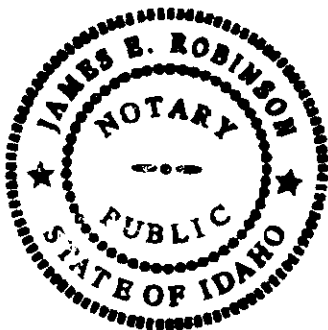
Daniel Tipp Cullen and ~~Peter Shoemaker, each~~ being first duly sworn on oath, deposes and says:

That they are the President and ~~Secretary~~ of NW PUBLISHING GROUP, INC., Inc., an Idaho corporation.

That they have read the above and foregoing, knows the contents thereof and believe the facts therein stated to be true and correct to the best of his knowledge.


Daniel Tipp Cullen
Peter Shoemaker

SUBSCRIBED AND SWORN to before me, this 27 day of August, 2000.


Notary Public for Idaho
Residing at Ketchum, Idaho
My commission expires:

4/15/03

9. This dissolution will be effective on August 25, 2000.

[Signature of Daniel Tipp Cullen]

Daniel Tipp Cullen, President

[Signature of Peter Shoemaker]

Peter Shoemaker, Secretary

State of California
STATE OF IDAHO

COUNTY OF Los Angeles) ss

[Initials] Daniel Tipp Cullen and Peter Shoemaker, each being first duly sworn on oath, deposes and says:

That they are the President and Secretary of NW PUBLISHING GROUP, INC., Inc., an Idaho corporation.

That they have read the above and foregoing, knows the contents thereof and believe the facts therein stated to be true and correct to the best of his knowledge.

[Signature of Daniel Tipp Cullen]

Daniel Tipp Cullen

[Signature of Peter Shoemaker]

Peter Shoemaker

SUBSCRIBED AND SWORN to before me, this 22 day of August, 2000.

[Signature of Laurie Alyson Clarke]
Notary Public for ~~Idaho~~ California
Residing at Los Angeles, CA
My commission expires: 6/10/04 California

