

Mar 23 3 12 PM '99

FILED

ARTICLES OF DISSOLUTION
BY DIRECTORS AND SHAREHOLDERS

OF

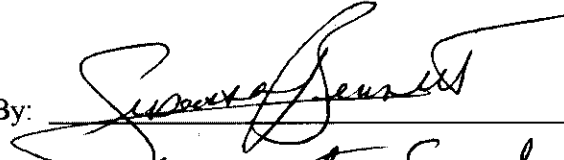
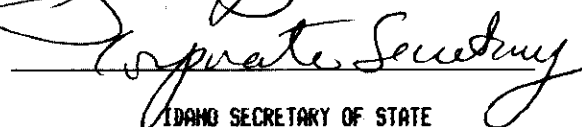
SUNRISE DESIGNS, INC.,
an Idaho corporation

To the Secretary of State
of the State of Idaho

Pursuant to the provisions of the Idaho Business Corporation Act, the corporation hereinafter named SunRise Designs, Inc., an Idaho corporation (the "Corporation") does hereby submit the following Articles of Dissolution.

1. The name of the corporation is SunRise Designs, Inc.
2. The date the dissolution was authorized is January 29, 1999.
3. The number of votes entitled to be cast on the proposal to dissolve is 1,000,000 shares.
4. The total number of undisputed votes cast for the aforesaid proposal to dissolve by the voting group entitled to vote on the proposal to dissolve is as follows:
 - (a) Designation of voting group: Common.
 - (b) Number of undisputed votes of voting group cast for proposal to dissolve: 1,000,000.
5. The said number of votes cast for the aforesaid proposal to dissolve was sufficient for the approval thereof by the said voting group.

Executed on January 29, 1999.

By: 
Its: 
CORPORATE SECRETARY

04/22/1999 09:00
CK: 103548 CT: 19533 BH: 209082
1 @ 30.00 = 30.00 PROF DISSO # 3

C114635