

**Department of State.**

**CERTIFICATE OF DISSOLUTION  
OF**

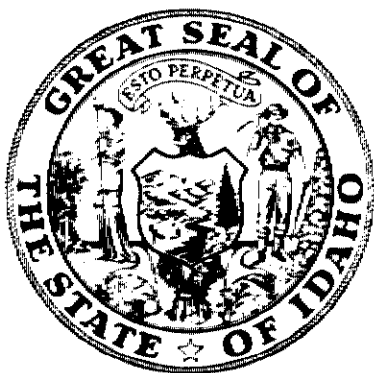
**HEART, BODY & SOUL, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of HEART, BODY & SOUL, INC.

duly signed and verified 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 Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated July 24, 19 89.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

ARTICLES OF DISSOLUTION OF CORPORATION

RECEIVED  
SEC. OF STATE

To: Secretary of State of the State of Idaho:

The undersigned directors of Heart, Body & Soul, Inc. 89 JUL 7 1987, 11:16  
compliance with the provisions of Idaho Code §30-1-92, as amended,  
hereby gives notice of the dissolution of the corporation and  
certifies that:

1. The name of this corporation is Heart, Body & Soul, Inc.
2. The place of its principal office is 1769 West Broadway,  
Idaho Falls, Idaho, 83402.
3. That Terry Nichols and Kay Nichols, 6030 N. W. 24th Lane,  
Gainesville, Florida, 32606 and Steven David Randolph and Sherry  
Lee Randolph, 724 Hansen, #2, Idaho Falls, Idaho, 83402 are the  
directors of the corporation.
4. The notice required by Idaho Code §30-1-87, Idaho Code,  
was given.
5. All debts, obligations and liabilities of the corporation  
have been paid and discharged.
6. All of the remaining property and assets of the  
corporation have been distributed in accordance with the  
distribution provision in the Articles of Incorporation, to the  
stockholders in proportion to their respective rights and  
interests.
7. There are no suits pending against the corporation in any  
court, and there are no outstanding judgments, orders or decrees  
that require satisfaction.
8. The dissolution has received the unanimous written  
consent to the stockholders and board of directors of the  
corporation as is evidenced by the attached Resolution of Board of

Directors and Resolution of Stockholders.

DATED this 11 day of November, 1988.

Terry Nichols  
Terry Nichols, Director and Stockholder

Kay Nichols  
Kay Nichols, Director and Stockholder

Steven David Randolph  
Steven David Randolph, Director and stockholder

Sherry Lee Randolph  
Sherry Lee Randolph, Director and Stockholder

ACKNOWLEDGMENT

I, Sherry Lee Randolph, the Secretary and Director of Heart, Body, & Soul, Inc., after being duly sworn, under oath hereby acknowledge that I have read and understand the foregoing document and I am signing as Secretary of the corporation.

Sherry Lee Randolph  
Sherry Lee Randolph, Secretary

SUBSCRIBED AND SWORN to before me, a notary public, this 19th day of July, 1989.

Tamara L. Williams  
Notary public for Idaho  
Residing at Idaho Falls  
My Commission expires: 7-27-94

DIRECTORS RESOLUTION TO DISSOLVE

HEART BODY & SOUL, INC.

Resolution of the board of directors of Heart, Body & Soul, Inc., adopted on the 11 day of November, 1988:

Whereas this corporation has entirely ceased to do the business for which it was formed and organized; and

Whereas, all indebtedness has been paid, and it appears to be the best interest of the stockholders that it should be dissolved, its business terminated and its remaining assets distributed among the stockholders, or otherwise disposed of according to law;

RESOLVED, that in the opinion of this board of directors it is advisable to dissolve this corporation forthwith, and that a meeting of the stockholders be held at the office of corporate counsel, Fuller & Carr, 482 Constitution Way, Idaho Falls, Idaho, at the earliest date possible, for the purpose of voting upon the proposition that the corporation be forthwith dissolved.

FURTHER RESOLVED, that the directors execute Articles of Dissolution showing the adoption of these resolutions and setting forth the proceedings of the meeting of the stockholders, and that they also attest the written consent of the stockholders that the corporation be dissolved, and execute and verify all statements required by law to dissolve the corporation.

FURTHER RESOLVED, that the Directors cause such Articles of Dissolution to be filed with the Secretary of State of the State of Idaho, together with a duly verified statement of the names and residences of the members of the existing board of directors and of the names and residences of the officers of the corporations, and all certificates and waivers of all notices required by law, and that the officers and board of directors of the corporation

take such further action as may be required to effectuate the dissolution of the corporation and wind up its business affairs.

*[Signature]*  
Director

*Kay Medros*  
Director

*Steve Randolph*  
Director

*Shirley Lee [Signature]*  
Director

STOCKHOLDERS RESOLUTION

TO DISSOLVE CORPORATION

Whereas a special meeting of the stockholders of Heart, Body & Soul, Inc., was held at the office of corporate counsel, Fuller & Carr, 482 Constitution Way, Idaho Falls, Idaho on the 11 day of November, 1988; and

Whereas, the secretary of the corporation reported that 10,000 shares of the outstanding capital stock of the corporation was represented in person or by proxy, being 100% of the total stock outstanding; and

Whereas, the secretary presented the resolution that had been adopted at a meeting of the board of directors held on the 11 day of November, 1988, which resolution provided that the corporation go into liquidation, dispose of its assets, and wind up its affairs and be dissolved, and the charter thereof be surrendered and cancelled;

After full consideration of the directors' resolution and on motion duly made and seconded, the stockholders have:

RESOLVED, that Heart, Body & Soul, Inc., a corporation chartered by the State of Idaho, be completely liquidated at the earliest practicable date, that all debts of the corporation be paid and the remaining cash together with securities owned, or the cash realized from the sale thereof, be distributed pro rata to its stockholders prior to November 15, 1988, and that all other assets of the corporation be disposed of as soon as practicable and the proceeds thereof, after payment of any remaining liabilities, be distributed pro rata to the stockholders upon surrender by the stockholders to the corporation of the outstanding stock thereof.

FURTHER RESOLVED, that the officers of the corporation be authorized and directed to take immediate steps to complete the liquidation of the corporation so that its assets or the proceeds therefrom can be distributed to its stockholders prior to November 15, 1988, and that promptly thereafter steps be taken to surrender the charter and franchise of the corporation to the State of Idaho and to dissolve the corporation.

RESOLVED FURTHER, that the corporation cease the transaction of all business as of November 1, 1988, except such as may be necessary or incidental to the complete liquidation thereof and the winding up of its affairs, including the payment of any obligations of the corporation now outstanding and any expenses incident to the liquidation thereof.

T. J. M. A.  
Stockholder

Kay Nichols  
Stockholder

Steve Randolph  
Stockholder

Sherry Lee Tamm  
Stockholder