



CERTIFICATE OF DISSOLUTION
OF

FLOREA & GOODSON CONSTRUCTION CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of FLOREA & GOODSON CONSTRUCTION CO.

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 September 9, 19 85



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF DISSOLUTION

OF

RECEIVED
SEC. OF STATE

FLOREA & GOODSON CONSTRUCTION CO.

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FLOREA & GOODSON CONSTRUCTION CO. pursuant to Idaho Code Section 30-1-92 hereby adopts the following Articles of Dissolution.

1. The Corporation's name is FLOREA & GOODSON CONSTRUCTION CO. and its mailing address is 4815 Ezy Street, Coeur d'Alene, ID 83814.

2. The names and addresses of the last officers and directors of the corporation are as follows:

President:

C. Warren Goodson
4815 Ezy Street
Coeur d'Alene, ID 83814

Vice President/
Secretary/Treasurer:

Susan Goodson
4815 Ezy Street
Coeur d'Alene, ID 83814

3. All notice required by Idaho Code Section 30-1-87 has been given.

4. All debts, obligations, and liabilities of the corporation have been paid and discharged or adequate provision has been made for the payment or discharge of said debts.

5. All the remaining property and assets of the corporation have been distributed among the shareholders in proportion to their respective rights and interests.

6. There are no suits pending against the corporation in any court.

7. A verified copy of the resolution to dissolve

1 the corporation is attached hereto and incorporated herein as
2 Exhibit One.

3 These Articles of Dissolution were duly adopted by
4 the corporation on this 3rd day of Sept., 1985.

6 FLOREA & GOODSON CONSTRUCTION CO.

7 BY C. Warren Goodson
8 C. Warren Goodson, President

9 BY Susan Goodson
10 Susan Goodson, Secretary

11
12 I, C. WARREN GOODSON, being first duly sworn on oath
13 depose and say:

14 1. I am the President of Florea & Goodson
15 Construction Co. and make this verification on behalf of the
16 Corporation.

17 2. I have read the foregoing Articles of
18 Dissolution of Florea & Goodson Construction Co. and do hereby
19 certify that they are true and correct to the best of my
20 knowledge, information and belief.

21 C. Warren Goodson
22 C. Warren Goodson

23 STATE OF IDAHO)
24) ss.
25 County of Kootenai)

26 Subscribed and sworn to before me this 4th day
27 of September, 1985.

28 Dorothy K. Cooley
29 Notary Public for Idaho
30 Residing at Post Falls
31 Commission expires: Life

EXHIBIT ONE

FLOREA & GOODSON CONSTRUCTION CO.
Articles of Dissolution

I, C. WARREN GOODSON, being first duly sworn on oath
depose and say:


1. I am the president of FLOREA & GOODSON
CONSTRUCTION CO. and make this verification on behalf of the
corporation.

2. I have read the attached Minutes of the October
1, 1984, Combined Special Meeting of the Directors and
Shareholder of FLOREA & GOODSON CONSTRUCTION CO. consisting of
four (4) pages and do hereby certify that they are true and
correct to the best of my knowledge, information and belief.


C. Warren Goodson

STATE OF IDAHO)
County of Kootenai) ss.

Subscribed and sworn to before me this 4th day
of September, 1985.


Notary Public for Idaho
Residing at Post Falls
Commission expires: Life

MINUTES OF A COMBINED SPECIAL MEETING OF DIRECTORS
AND SHAREHOLDERS OF
FLOREA & GOODSON CONSTRUCTION CO.

A combined special meeting of the Board of Directors and shareholders of FLOREA & GOODSON CONSTRUCTION CO. was held in Coeur d'Alene, Idaho, on October 1, 1984. The Chairman announced that the directors and shareholder of the corporation had consented to the holding of the meeting without notice and would signify their consent by signing the corporate minutes. C. Warren Goodson acted as chairman of the meeting and Susan Goodson acted as secretary.

The Chairman stated that the purpose of the meeting was to review the prospects for the corporation and to consider the adoption of a plan for the liquidation and dissolution of the corporation. After full discussion and consideration of the prospects for the corporation and the effects of adopting such a plan of liquidation and dissolution and on motion duly made, seconded and carried, the following resolution was adopted:

RESOLVED, that in the opinion of this board of directors it is advisable to adopt a plan to liquidate and dissolve this corporation.

FURTHER RESOLVED, that the following plan of liquidation and dissolution, herein called the plan, of FLOREA & GOODSON CONSTRUCTION CO., for the purpose of accomplishing the complete, voluntary liquidation and dissolution of the corporation, in accordance with and pursuant to the provisions of Section 337 of the United States Internal Revenue Code and

Idaho Code § 30-1-84 and other applicable sections of the Idaho Business Corporation Act be submitted to the stockholders for their consideration:

1. The corporation shall sell and dispose of such of its properties for such consideration and upon such terms as the board shall determine.

2. At such date or dates as the board shall determine, the corporation shall cease to carry on any business, except insofar as may be necessary for the proper winding up thereof; shall take the necessary steps to complete formal dissolution under the Idaho Business Corporation Act; and shall withdraw from all jurisdictions in which it is qualified to do business.

3. The corporation shall proceed to collect its assets and, after paying or adequately providing for the payment of all of its obligations, it shall distribute the remainder of its assets either in cash or in kind, in one or more distributions (all as determined by the board without further approval of the stockholders) among its stockholders according to their respective rights and interests, as follows:

- (a) It shall distribute to the holders of its common stock all of its remaining assets, property, and rights (less any assets retained to meet claims of creditors), in complete cancellation of all the outstanding shares of such common stock.

4. The board shall be authorized and empowered to take all steps necessary or appropriate to complete the liquidation of the corporation as provided herein, including, without limitation, the power and authority to make

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arrangements whether pursuant to a proceeding in the District Court of the State of Idaho or otherwise, upon such terms and conditions as the board shall deem appropriate or as shall be approved by the District Court, for the transfer of certain of the corporation's assets to one or more liquidating trustees for the benefit of the holders of its common stock, provided that the instruments for any court proceeding, pursuant to which such transfer or transfers shall be accomplished, shall irrevocably divest the corporation of all interest in the transferred assets and shall create or effectuate a liquidating trust for purposes of Section 337 of the United States Internal Revenue Code.

5. All such sales, distributions in liquidation, and other steps to be performed by the company or the board shall be accomplished within the 12-month period beginning on the date of the adoption of the plan.

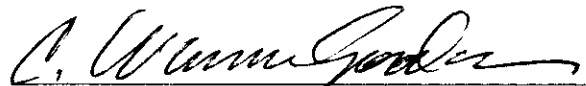
6. At any time before the filing of the certificate with the Secretary of State of the State of Idaho pursuant to Idaho Code § 30-1-93, if it deems it to be the best interest of the corporation, the board may abandon the plan, provided that, notwithstanding this power of the board, the plan shall be fully effective from and after the date of its adoption in the event there shall be no such board action.

The Chairman then stated that the proposed plan of liquidation should be considered by the shareholder. The sole shareholder of the corporation, namely, C. Warren Goodson being present at the meeting unanimously agreed to accept and adopt

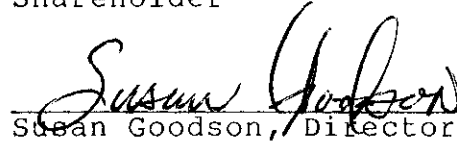
the 12-month liquidation plan and authorized and directed the officers of the corporation to carry out the plan.

There being no further business to come before the meeting, the same was adjourned.

The undersigned do hereby waive notice of the foregoing meeting and do specifically consent and approve all actions therein taken.



C. Warren Goodson, Director and
Shareholder



Susan Goodson, Director and
Shareholder

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