

State of Idaho

Department of State

CERTIFICATE OF DISSOLUTION OF

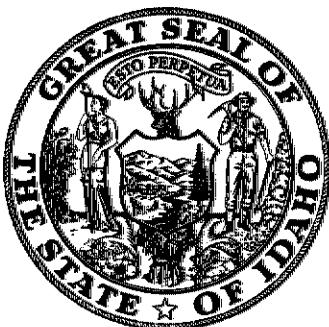
VERMONT PRODUCTS, INC.

File Number C 100875

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of VERMONT PRODUCTS, INC., duly executed 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: August 25, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

L. D. Smith

Aug 25 9 34 AM '95
**ARTICLES OF DISSOLUTION
OF
VERMONT PRODUCTS, INC.**
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-92, Idaho Code, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name of the corporation is Vermont Products, Inc., and its address is P.O. Box 2524, Sun Valley, Idaho 83353.

SECOND: The names and addresses of the last officers and directors of the corporation and their respective offices are:

President - Vice-President

Edgar L. Marsten, III
P.O. Box 2524
Sun Valley, ID 83353

Secretary-Treasurer

Nan Emerick
P.O. Box 732
Sun Valley, ID 83353

THIRD: The notice required by Section 30-1-87, Idaho Code, has been given.

FOURTH: All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

FIFTH: All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with the provisions in the Articles of Incorporation, or if there is no provision then in proportion to their respective rights and interests.

SIXTH: There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

SEVENTH: The dissolution of the corporation has received the unanimous written consent of the shareholder, a duplicate original of which is annexed hereto.

DATED this 18th day of July, 1995.

By Edgar L. Marsten III
President
Nan Emerick
Secretary

IDAHO SECRETARY OF STATE

8/25/95 9:00:00 AM
Customer # 2545
TID360010326 16394

CORPORATION PROFIT DISSOLUTION

1 @ 30.00 = 30.00

STATE OF IDAHO)
) ss.
County of Blaine)

I, Judith M. Nicholson a notary public, do hereby certify that on this 18th day of July, 1995, personally appeared before me Edgar L. Marston, III, who, being by me first duly sworn, declared that he is the President of Vermont Products, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Judith M. Nicholson
Notary Public for Idaho
Comm. Expires: 8/4/99
Residing in Hailey

STATE OF IDAHO)
) ss.
County of Blaine)

I, Judith M. Nicholson a notary public, do hereby certify that on this 18th day of July, 1995, personally appeared before me Nan Emerick who, being by me first duly sworn, declared that she is the Secretary of Vermont Products, Inc., that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Judith M. Nicholson
Notary Public for Idaho
Comm. Expires: 8/4/99
Residing in Hailey

Aug 25 9 34 AM '95
SECRETARY OF STATE
STATE OF IDAHO

**WRITTEN CONSENT OF SHAREHOLDER
TO DISSOLVE VERMONT PRODUCTS, INC.**

Pursuant to the provisions of Section 30-1-83, Idaho Code, the sole shareholder of the below-named corporation consents in writing to dissolve said corporation:

FIRST: The name of the corporation is Vermont Products, Inc.

SECOND: The sole shareholder 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 shareholder constitutes authority to dissolve.

DATED this 18th day of July, 1995.


EDGAR L. MARSTON, III

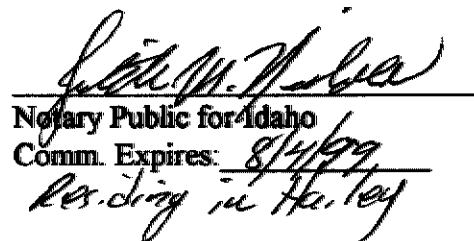
STATE OF IDAHO)
) ss.
County of Blaine)

EDGAR L. MARSTON, being first duly sworn, on his oath, deposes and states that: he is the President of Vermont Products, Inc., an Idaho corporation, and that the foregoing Written Consent of Shareholder to Dissolve has been signed by the sole shareholder of said corporation.

DATED this 18th day of July, 1995.


EDGAR L. MARSTON, III, President of
Vermont Products, Inc.

SUBSCRIBED and SWORN to before me this 18th day of July, 1995.


Notary Public for Idaho
Comm. Expires: 8/4/99
Residing in Healy

IDAHO SECRETARY OF STATE
8/25/95 9:00:00 AM
Customer # 2545
IWC950010326 16384
CORPORATION PROFIT DISSOLUTION
1 @ 30.00 = 30.00