

State of Idaho

Department of State

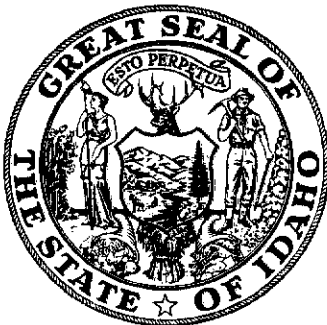
CERTIFICATE OF DISSOLUTION OF

SEQUOIA ENERGY, INC.
File Number C 106414

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of SEQUOIA ENERGY, 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: July 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herald*

00.00 =00.00
PROF DISSO
CUST# 69265

ARTICLES OF DISSOLUTION OF
SEQUOIA ENERGY, INC.

JUL 22 11 45 AM '96

IN PURSUANCE TO the provisions of Section 30-1-92 of the Idaho
Business Corporation Act the undersigned Corporation adopts the
following Articles of Dissolution for the purpose of dissolving the
Corporation:

First: The name of the Corporation is Sequoia Energy, Inc.,
and its address is 4414 S. Gekeler Lane, Boise, Idaho 83705.

Second: The names and address of the last officers and
directors of the Corporation and their respective offices are:

Ronald C. Yanke, President and Director, 4414 S. Gekeler Lane,
Boise, Idaho 83705.

Richard D. Heaton, Secretary, General Counsel and Director,
4414 S. Gekeler Lane, Boise, Idaho 83705.

Gregory R. Lansberry, Treasurer, 4414 S. Gekeler Lane, Boise,
ID 83705.

Bryan S. Norby, Director, 4414 S. Gekeler Lane, Boise, ID
83705.

Third: The notice requirements of Section 30-1-87, Idaho
Code, were not given in that there are no actual or potential
creditors of the Corporation, except for income taxes.

Fourth: All debts, obligations and liabilities of the
Corporation have been paid and discharged except income taxes, and
adequate provision has been made therefor.


Fifth: All remaining property and assets of the Corporation
have been distributed to the Shareholders of the Corporation.

Sixth: There are no law suits pending against the Corporation
in any court.

Seventh: This Dissolution is pursuant to a resolution to dissolve unanimously adopted by the Shareholders, and in the manner required by Section 30-1-84, Idaho Code.

Eighth: A duplicate original of the Consent of Shareholders to Dissolve is annexed hereto.

DATED THIS 1st day of July, 1996.


RONALD C. YANKE, President

ATTEST:


RICHARD D. HEATON, Secretary

STATE OF IDAHO)
) ss
COUNTY OF ADA)

I, a Notary Public, for the State of Idaho, do hereby certify that on the 1st day of July, 1996, before me personally appeared RONALD C. YANKE and RICHARD D. HEATON, who, being by me each duly sworn, declared that they are the President and Vice President and Secretary, respectively of Sequoia Energy, Inc. and that they signed the foregoing document as President and Vice President and Secretary of the Corporation, and the statements therein contained are true.

Notary Public for the State of Idaho

Residing at: _____

(SEAL)

My commission expires: _____

**WRITTEN CONSENT OF SHAREHOLDERS TO DISSOLVE
SEQUOIA ENERGY, INC.**

PURSUANT TO the provisions of Section 30-1-83 of the Idaho Business Corporation Act, the Shareholders of Sequoia Energy Inc. (the "Corporation") do hereby consent in writing to dissolve said Corporation:

First: The name of the Corporation is Sequoia Energy, Inc., and its address is 4414 S. Gekeler Lane, Boise, Idaho 83705.

Second: The Shareholders, whose signatures are affixed to this Consent, hereby consent in writing to the voluntary dissolution of the Corporation pursuant to the provisions of the Agreement and Plan of Liquidation adopted by the Corporation of even date herewith and the provisions of the Idaho Business Corporation Act. The signatures of the Shareholders constitute authority to dissolve.

DATED THIS 1st day of July, 1996.


SHAREHOLDERS



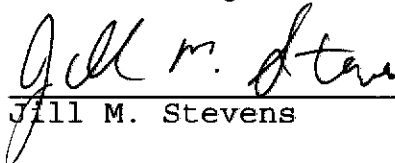
Ronald C. Yanke



Susan L. Norby



Daniel R. Yanke



Jill M. Stevens

CERTIFICATE

STATE OF IDAHO)
) SS
COUNTY OF ADA)

Richard D. Heaton, being first duly sworn, on his oath, deposes and says: That he is the Secretary of Sequoia Energy, Inc., an Idaho Corporation, and that the foregoing Written Consent of Shareholders to Dissolve has been signed by the Shareholders of the Corporation.

DATED THIS 1st day of July, 1996.

Richard D. Heaton

RICHARD D. HEATON, Secretary

SUBSCRIBED AND SWORN to before me a Notary Public for the State on this 1st day of July, 1996.

Moriann O'Leary

Notary Public for the State of Idaho
Residing at: *Basin, Idaho*
My commission expires: *7/12/2001*

