

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 30-1-1403
IDAHO BUSINESS CORPORATION ACT
OF
XYZ, INC.

FILED

MAR 19 3 48 PM '99

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-1403 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 XYZ, Inc.

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

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Lynn Lea	10861 W. Sandpiper Boise, ID 83709	President and Director
Charles W. Fawcett	P.O. Box 700 Boise, ID 83701	Secretary and Director

THIRD: The notice required by Section 30-1-1402 (4), 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: A duplicate original of the consent of shareholders to dissolve or a verified copy of the resolution to dissolve is annexed hereto.

EIGHTH: Dissolution of the corporation was authorized on February 2, 1999, effective December 31, 1998.

NINTH: The sole shareholder of the corporation, holding 750 shares of 1000 shares in favor of dissolution.

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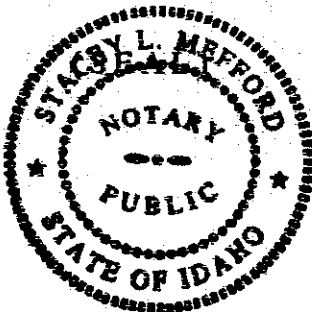
DATED: March 18, 1999.

Lynn Lea
Lynn Lea, President

Charles W. Fawcett
Charles W. Fawcett

STATE OF IDAHO)
) ss
County of Ada)

I, STACEY MEFFORD, a notary public, do hereby certify that on this 18TH day of March, 1999, personally appeared before me Lynn Lea and Charles W. Fawcett, who, being by me first duly sworn, declared that they are the President and Secretary of XYZ, Inc., that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.



Stacey Mefford
NOTARY PUBLIC For Idaho
Residing at Bonise
My Commission Expires 1/07/2005

WRITTEN CONSENT OF SHAREHOLDER
TO DISSOLVE XYZ, INC.

Pursuant to the provisions of Section 30-1-1403 of the Idaho Business Corporation Act, the shareholder of the below named corporation consents in writing to dissolve said corporation.

FIRST: The name of the corporation is XYZ, Inc.

SECOND: The 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: February 2, 1999.

Lynn Lea
Lynn Lea

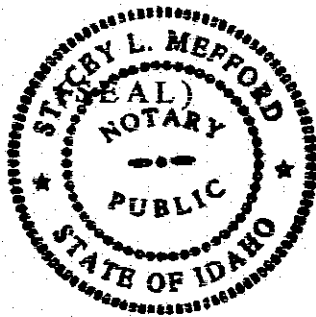
STATE OF IDAHO)
) ss.
County of Ada)

Charles W. Fawcett, being first duly sworn, on his oath, deposes and states that: He is the secretary of XYZ, Inc., an Idaho corporation, and that the foregoing Written Consent of Shareholder to Dissolve has been signed by all of the shareholders of said corporation or signed in their names by their attorneys thereunto duly authorized.

Dated this 2ND day of February, 1999.

Charles W. Fawcett
Charles W. Fawcett

SUBSCRIBED AND SWORN to before me, the undersigned Notary in and for said State, this 2ND day of FEBRUARY, 1999.



Stacy Mefford
NOTARY PUBLIC For Idaho
Residing at Boise
My Commission Expires 1/6/2005