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SECRETARY OF STATE  
STATE OF IDAHO

**RESIGNATION AS OFFICER AND DIRECTOR**

I, DAUN DELEE CAUDILL, hereby tender my resignation as an Officer and Director of Caudill Corporation, appointing in my stead, JUSTIN DANIEL CAUDILL, as President of the Corporation, residing at 2505 N. Victor Way, Meridian, Id, 83646, By this resignation I disclaim any further interest that I have in the management of the corporation in favor of JUSTIN DANIEL CAUDILL.

I agree to execute any further and future documents necessary to fully effectuate this resignation with the Secretary of State's office.

DATED this 23<sup>rd</sup> day of September, 2008.

Daun Delee Caudill  
Daun Delee Caudill