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State of Idaho

Department of State

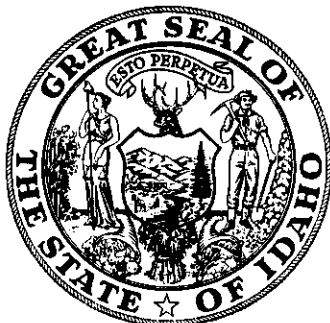
CERTIFICATE OF DISSOLUTION OF

SUTHERLIN COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of SUTHERLIN COMPANY, INC., 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.

October 22, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Beltrac*

RECEIVED ARTICLES OF DISSOLUTION
SEC. OF STATE OF
92 OCT 22 AM 8 34
SUTHERLIN COMPANY, INC.

The undersigned President of SUTHERLIN COMPANY, INC., Earl Smith, sole shareholder, hereby adopts the following Articles of Dissolution:

1. The name of the corporation and post office address is Sutherlin Company, Inc., Post Office Box 420, Ketchum, Idaho 83340

2. The names and addresses of the last officers and director of the corporation and their respective offices are:

Earl M. Smith, Jr., President and Director
P. O. Box 2585
Sun Valley, Idaho 83353

Edward G. Mellick, Secretary-Director
c/o Mellick and Sexton
237 Elm Street
New Canaan, CT 06840

David C. Hutchinson, Director
P.O. Box 2216
Sun Valley, Idaho 83353

Shiela K. Liermann, Director
c/o The Savant
P.O. Box 2357
Sun Valley, Idaho 83353

3. The notice required by Section 30-1-87, Idaho Code, was not given or necessary since the corporation has no creditors.

4. All debts, obligations and liabilities of the corporation have been paid and discharged.

5. All the remaining property and assets of the corporation have been distributed in accordance with the distribution provision in the Articles of Incorporation, or if there be no such provision, among the shareholders in proportion to their respective rights and interests.

6. There are no suits pending against the corporation in any court, and the dissolution has received the written consent of the sole shareholder of the corporation as required by Section 30-1-83, Idaho Code.

IN WITNESS WHEREOF, the President of the corporation have set his hand this 30 day of September, 1992.

Earl M. Smith
Earl M. Smith, President

VERIFICATION

STATE OF CT ~~IDAHO~~ }
County of Fairfield } ss. New Canaan
~~Maine~~

Earl M. Smith, being first duly sworn on oath, deposes and says:

That he is the President of Sutherlin Company, Inc.; that he has read the foregoing Articles of Dissolution, knows the contents thereof, and believes the same to be true to the best of his knowledge and belief.

Earl M. Smith
Earl M. Smith, President

SUBSCRIBED AND SWORN to before me this 30 day of September, 1992.

(SEAL)

Walter A. Stewart
Notary Public for Idaho
Residing at _____
Commission expires _____

CORPWK\smith.1

WALTER A. STEWART
NOTARY PUBLIC
MY COMMISSION EXPIRES
MARCH 31, 1995

VOLUNTARY DISSOLUTION BY CONSENT OF SHAREHOLDER

COMES NOW Earl M. Smith, Jr., the sole shareholder of Sutherlin Company, Inc., and hereby consents to the dissolution of the corporation pursuant to the laws of the State of Idaho. The signature of Earl M. Smith, Jr. as sole shareholder constitutes authority to dissolve.

Earl M. Smith, Jr.
Earl M. Smith, Jr.
President

State of ~~Idaho~~ Idaho)
County of ~~Blaine~~ Fairfield) ss. New Paltz

I, Earl M. Smith, Jr., being first sworn upon oath deposes and states: that I am the President of Sutherlin Company, Inc., and hereby certify that the Consent to Dissolution has been signed by all the shareholders of the corporation.

Dated this 30 day of September, 1992.

Earl M. Smith, Jr.
Earl M. Smith, Jr.
President

STATE OF ~~Idaho~~ Idaho)
County of ~~Blaine~~ Fairfield) ss. New Paltz

On this _____ day of September, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Earl M. Smith, Jr., known to me to be the President of Sutherlin Company, Inc., and known to me to be the signer of the foregoing instrument, who duly acknowledged to me that he executed the same on behalf of said corporation.

WITNESS my hand and seal the day and year in this certificate first above written.

(Seal)

Walter A. Stewart
Notary Public for _____
Residing at _____
Commission Expires _____