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MARCH FONG EU, Secretary of State

CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE

TERUO TOKUNAGA and HIROSHI HAMAI certify that:

1. They are the president and the secretary, respectively, of U.S. ZAX CORPORATION, a California corporation.
2. The corporation has elected to wind up and dissolve.
3. The election was made by the vote of 99,000 shares of the corporation and representing at least 50% of the voting power of the corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: January 23, 1992.

T. Tokunaga

Teruo Tokunaga, President

H. Hamai

Hiroshi Hamai, Secretary