

CERTIFICATE OF ELECTION OF  
PACIFIC SOFTSCAPE INC.  
TO WIND UP AND DISSOLVE

MAY 03 1996

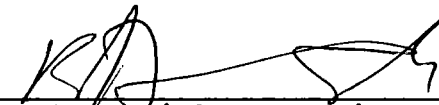
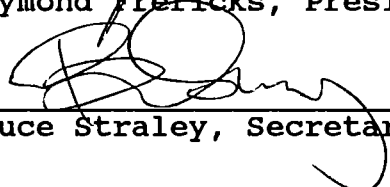
  
BILL JONES, Secretary of State

Raymond Frericks and Bruce Straley certify that:

1. They are the President and Secretary, respectively, of Pacific SoftScape Inc., a California corporation.
2. Pacific SoftScape Inc. has elected to wind up and dissolve.
3. Such election was made by vote of the shareholders, and the number of shares voting for said election was 4,000 representing 66 2/3% 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.

Executed at ALISO VIEJO, California on  
4 -10, 1996.

  
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Raymond Frericks, President  
\_\_\_\_\_  
Bruce Straley, Secretary