~~XXXXXXXXXXXX~~ XXXXXXXXXXX

SAMPLE

ARTICLES OF DISSOLUTION BY BOARD OF DIRECTORS AND SHAREHOLDERS

of

Artwork by Kehoe Ltd.

[name of corporation]

1991 JUL 15 AM 10:51

RECEIVED
SECRETARY OF STATE

07159109S6R.ARD01 92171ARTD SCS $5.00

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to section 1403 of the Iowa Business Corporation Act, the following articles of dissolution are adopted:

1. The name of the corporation is Artwork by Kehoe Ltd.

2. The date the dissolution was authorized by the shareholders was June 30, 1991.

3. The number of votes entitled to be cast on the proposal to dissolve was 600.

[Complete 4A or 4B if voting by groups was not required.]

4A. The total number of votes cast for and against the proposal to dissolve is as follows:
600 For 0 Against.

4B. The total number of undisputed votes cast for the proposal to dissolve was 600, which number is sufficient for approval of the proposal to dissolve.

[Complete 5A or 5B if voting by voting groups was required.]

5A. The total number of votes entitled to be cast on the proposal to dissolve, and the total number of votes cast for and against the proposal to dissolve, by voting group, was as follows:

| GROUP | NUMBER OF SHARES ENTITLED TO VOTE | FOR | AGAINST |
|---|---|---|---|
| Common stock | 600 | 600 | 0 |
| | | | |
| | | | |
| | | | |

5B. The total number of undisputed votes cast for the proposal to dissolve, by voting group, was as follows.

FILE No. ~~112-241~~
RECORDING FEE $ 10.00
TRANSFER FEE $

FILED FOR RECORD THE 23 DAY OF July, 19 91 AT 2:09 O'CLOCK P M. BOOK 8 PAGE 128

STATE OF IOWA, DELAWARE COUNTY
Deborah Peyton, Dep, Recorder
Articles of Inc.

Form no. 18
Articles of Dissolution by
Board of Directors and Shareholders
cont'd

| GROUP | NUMBER OF SHARES ENTITLED TO VOTE | UNDISPUTED VOTES CAST FOR DISSOLUTION |
|---|---|---|
| Common | 600 | 600 |
| | | |
| | | |
| | | |

The number of undisputed votes cast for the proposal to dissolve was sufficient for approval of the proposal to dissolve.

[Optional] The effective date and time of this document is
[date]
[time]

Artwork by Kehoe Ltd.
[name of corporation]

[signature]

J. J. Kehoe, President
[type or print name & title]

NOTES:

1. The filing fee is $5.00.
2. The document is to be signed by the chairperson of the board, the president, or other officer of the corporation. If directors have not been selected, the document is to be signed by an incorporator. If the corporation is in the hands of a court appointed fiduciary, the document is to be signed by the fiduciary. A copy of a signature is acceptable for filing. Verification is not required.
3. Two copies of the document are to be delivered to the secretary of state for filing.
4. The effective time and date of the document is the later of the following:
   a. the time of filing on the date it is filed;
   b. the time specified in the document on the date it is filed;
   c. the time and date specified in the document, not later than 90 days after the date it is filed.

   The corporation is dissolved on the effective date of the articles of dissolution.