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CERTIFICATE OF ELECTION
TO WIND UP AND DISSOLVE

FILED
In the office of the Secretary of State
of the State of California

SEP 29 1997

The undersigned certify that:

Bill Jones
BILL JONES, Secretary of State

1. They are the president and the secretary, respectively, of Believe The Children, a California corporation.
2. The corporation has elected to wind up and dissolve.
3. () The election was made by the vote of _____ members of the corporation, constituting a majority of all members.

OR

- (✓) The election was made by the board of directors together with the vote of a majority of the members voting on the election to dissolve.

OR

- () The corporation has no members, the election was made by the board of directors 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: 7-15-97

Tam Fletcher
(Signature of President)

Tam Fletcher
(Typed Name of President), President

Kathleen Widmer
(Signature of Secretary)

Kathleen Widmer
(Typed Name of Secretary), Secretary