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

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DEC 28 2001

Bill Jones
BILL JONES, Secretary of State

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CERTIFICATE OF DISSOLUTION

The undersigned certify that:

1. They constitute a majority of the directors now in office of Mogobo, Inc., a California Corporation.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been actually paid.
4. The known assets have been distributed to the persons entitled thereto.
5. The tax liability will be satisfied on a taxes paid basis.
6. The election to dissolve was made by the vote of all the outstanding shares.
7. The corporation is dissolved.

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: 12/20/01

W. Axl Rose
W. Axl Rose, Director

Saul Hudson
Saul Hudson, Director

Michael McKagan
Michael McKagan, Director