

00705028

**FILED**

in the office of the Secretary of State  
of the State of California

2440107

MAR 21 2003

**CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE**

Darrell Talbert and Jeffrey Miller certify that:

KEVIN SHELLEY, SECRETARY OF STATE

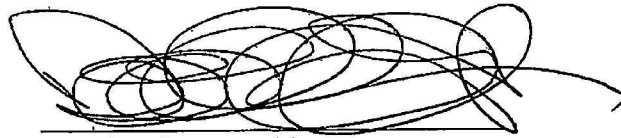
1. Darrell Talbert is the President and Jeffrey Miller is the Secretary, of Municipal Energy Solutions, Inc., a California corporation.

2. The Corporation has elected to wind up and dissolve.

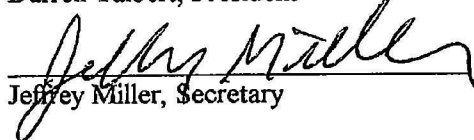
3. The election was made by the vote of Two Thousand (2,000) shares of the Corporation and representing at least fifty (50%) percent of the voting power of the Corporation.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certification are true and correct of my own knowledge.

Dated: March 13, 2003



Darrell Talbert, President



Jeffrey Miller, Secretary

