



AR
10/24/00

**CERTIFICATE OF DISSOLUTION
BY DIRECTORS AND SHAREHOLDERS
OF
DiamondHead Investments, Inc.**

FILED
00 OCT 24 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **DiamondHead Investments, Inc.** (the "Corporation").

2. The Corporation is dissolved by the following unanimous resolution of Directors and Shareholders of the Corporation: "RESOLVED, That the Corporation be, and hereby is, dissolved by resolution of its Directors and Shareholders; that **David A. Lawrence**, President of the Corporation, and **Donald J. Fluegel**, Secretary of the Corporation, be, and they hereby are, authorized, empowered and directed to cause a Certificate of Dissolution in appropriate form to be filed with the Secretary of the State of Florida and to take all action which he shall deem necessary or appropriate in order to wind up the affairs of the Corporation and distribute its assets as permitted by and in accordance with the corporation act of Florida; and that the Secretary of the Corporation be, and hereby is, authorized and directed to join in execution of such Certificate of Dissolution, and any other documents which the President shall deem necessary or appropriate in order to carry out the intent of the foregoing resolution."

3. The above resolution was adopted by unanimous consent of the Directors and Shareholders of the Corporation on the 1st day of October, 2000. The vote favoring adoption is unanimous and is sufficient for approval of the resolution to dissolve the Corporation.

4. The names, titles and addresses of the directors and officers of the corporation are:

David A. Lawrence, President

1303 South Front Road, Suite 11
Hastings, MN 55033

Donald J. Fluegel, Vice-Pres./Secretary

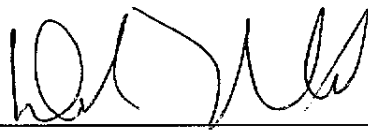
1303 South Frontage Road, Suite 11
Hastings, MN 55033

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

DiamondHead Investments, Inc.,
A Florida corporation

By: 
David A. Lawrence, President

ATTEST:


Donald J. Fluegel, Secretary