

**FILED**

JAN 31 1 55 PM '00

ARTICLES OF MERGER

OF

MOBEX HOLDINGS, INC.

AND

B&C COMMUNICATIONS, INC.

&

B&C SMR, INC.

IDAHO SECRETARY OF STATE

01/31/2000 09:00  
CX: 106% CI: 19577 IN: 2859%

1 P 30.00 = 30.00 MERGER # 5  
1 P 20.00 = 20.00 EXPEDITE C # 6

C113388

To the Secretary of State  
of the State of Idaho

Pursuant to the provisions of the Idaho Business Corporation Act, the domestic business corporation and the foreign business corporations herein named do hereby submit the following articles of merger.

1. The following is the Plan of Merger for merging B&C Communications, Inc. and B&C SMR, Inc., both Ohio corporations, with and into Mobex Holdings, Inc., an Idaho corporation, as adopted by the Board of Directors of B&C Communications, Inc. and B&C SMR, Inc. and adopted by the Board of Directors of Mobex Holdings, Inc.

2. (a) With respect to Mobex Holdings, Inc., the designation, the number of outstanding shares, and the number of votes entitled to be cast by the voting group entitled to vote on the said merger, are as follows:

- Designation of voting group: Common Stock shareholders
- Number of outstanding shares of voting group: 100
- Number of votes of voting group entitled to be cast on the merger: 100

(b) The total number of undisputed votes cast for the merger by the voting group entitled to vote on the said merger is as follows:

- Designation of voting group: Common Stock shareholders
- Number of undisputed votes of voting group cast for the merger: 100

(c) The number of votes cast for the said merger was sufficient for the approval

thereof by the said voting group.

3. The merger of B&C Communications, Inc. and B&C SMR, Inc. with and into Mobex Holdings, Inc. is permitted by the laws of the jurisdiction of organization of B&C Communications, Inc. and B&C SMR, Inc. and has been authorized in compliance with said laws.

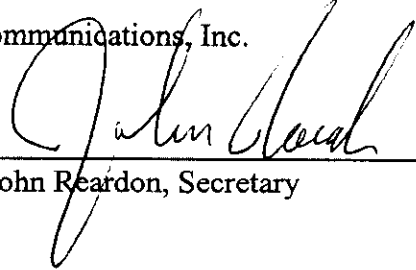
4. Mobex Holdings, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Idaho Business Corporation Act.

5. The effective time and date in the State of Idaho of the merger herein provided for shall be 12:00 P.M. on January 31, 2000.

Executed on January 31, 2000

B&C Communications, Inc.

By

  
John Reardon, Secretary

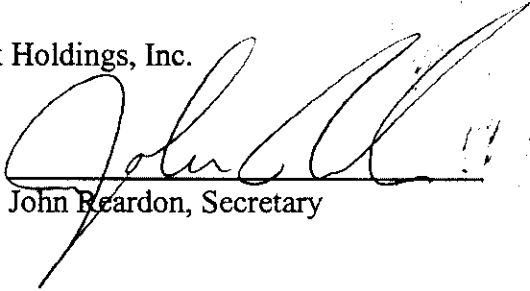
B&C SMR, Inc.

By

  
John Reardon, Secretary

Mobex Holdings, Inc.

By

  
John Reardon, Secretary

**MERGER OF FOREIGN BUSINESS CORPORATION  
INTO AN IDAHO BUSINESS CORPORATION  
PURSUANT TO SHAREHOLDER APPROVAL**

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1013 Centre Road, Wilmington, Delaware 19805 - (302) 636-5400  
(Intended for use by members of the Bar only)

1. **Tax Clearance** - A tax clearance is not required as a condition precedent to the filing of Articles of Merger, but the Idaho corporation must be in good standing with the Idaho Secretary of State, as must the foreign corporation if it is authorized to transact business in Idaho.

2. **Format** - Documents should preferably be prepared on 8 ½ x 11 paper, and should be typewritten or machine-printed. Good-quality xerographic or similarly reproduced copies have been acceptable for filing in the past. (IBCA 30-1-120, administrative practice)

**3. Execution and Filing**

(a) **Execution** - The Articles of Merger are executed for each corporation by "the chairman of the board of directors..., by its president, or by another of its officers." For possible alternatives, see IBCA 30-1-120. The name and capacity of each signer must be typed or printed "beneath or opposite" his signature. (IBCA 30-1-120, administrative practice) There is no requirement that the Plan of Merger be executed.

(b) **Filing** - 1 executed original and 1 "exact or conformed copy" of the Articles of Merger, with the Plan of Merger set forth therein or annexed thereto, are required for filing. Secretary of State files original. File-stamped copy is returned as evidence of filing. (IBCA 30-1-120, 30-1-140, administrative practice)

PLAN OF MERGER adopted by B&C Communications, Inc. and B&C SMR, Inc., both, business corporations organized under the laws of the State of Ohio, by resolution of its Board of Directors on January 31, 2000, and adopted on January 31, 2000 by Mobex Holdings, Inc., a business corporation organized under the laws of the State of Idaho, by resolution of its Board of Directors on January 31, 2000. The names of the corporations planning to merge are B&C Communications, Inc. , and B&C SMR, Inc., both corporations organized under the laws of the State of Ohio, and Mobex Holdings, Inc., a business corporation organized under the laws of the State of Idaho. The name of the surviving corporation into which B&C Communications, Inc. and B&C SMR, Inc. plan to merge is Mobex Holdings, Inc.

1. B&C Communications, Inc. and B&C SMR, Inc., shall, pursuant to the provisions of the laws of the State of Ohio and the provisions of the Idaho Business Corporation Act, be merged with and into a single corporation, to wit, Mobex Holdings, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Idaho Business Corporation Act. The separate existence of B&C Communications, Inc., and B&C SMR, Inc. which are sometimes hereinafter referred to as the "non-surviving corporations", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Idaho Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Idaho Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporations shall, at the effective time and date of the merger, cease to exist and be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporations with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporations, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Idaho Business Corporation Act.

7. In the event that the merger of the non-surviving corporations with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporations, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Idaho Business Corporation Act, the non-surviving corporations and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Ohio and of the State of Idaho, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporations and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.