

**FILED EFFECTIVE**

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IDAHO SECRETARY OF STATE  
12/14/2004 05:00  
CK: 102668 CT: 110940 BH: 701440  
1 @ 30.00 = 30.00 MERGER # 2

STATE OF IDAHO

**ARTICLES OF MERGER**

**MERGING**

**EXTENDED SYSTEMS INTERNATIONAL SALES CORPORATION,**

**an Idaho corporation,**

**WITH AND INTO**

**EXTENDED SYSTEMS OF IDAHO, INCORPORATED,**

**an Idaho corporation**

*In accordance with Sections 30-1-1105 and 30-1-1106 of the  
Idaho Business Corporation Act*

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EXTENDED SYSTEMS OF IDAHO, INCORPORATED, an Idaho corporation ("ESI Idaho") and EXTENDED SYSTEMS INTERNATIONAL SALES CORPORATION, an Idaho corporation ("ESI Sales"), DO HEREBY CERTIFY as follows:

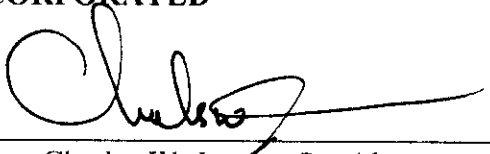
1. The constituent corporations in the merger (the "Merger") are ESI Idaho, with its principal place of business at 5777 N. Meeker Avenue, Boise, Idaho 83713, and ESI Sales, with its principal place of business at 5777 N. Meeker Avenue, Boise, Idaho 83713.
2. A Plan of Merger (the "Merger Plan") has been duly authorized and approved by the Board of Directors of ESI Idaho in accordance with Sections 30-1-1102 and 30-1-1106 of the Idaho Business Corporation Act (the "IBCA"), and the participation of ESI Sales in the Merger and Merger Plan was duly authorized by the Board of Directors of ESI Sales in accordance with Sections 30-1-1102 and 30-1-1106 of the IBCA. The Merger Plan is attached hereto as Exhibit A and is incorporated herein by this reference.
3. Pursuant to the Merger Plan, ESI Sales is being merged with and into its parent, ESI Idaho, with ESI Idaho being the surviving corporation in the Merger (the "Surviving Corporation").
4. The address of the Surviving Corporation where copies of process may be sent by the Idaho Secretary of State is 5777 N. Meeker Avenue, Boise, Idaho 83713.
5. The shareholders of the Surviving Corporation in the Merger were not required to approve the Merger in accordance with Section 30-1-1104(7) of the IBCA.

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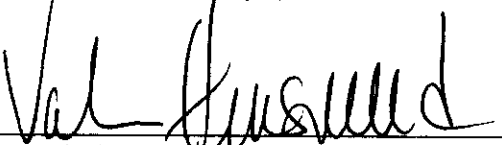
6. The Merger Plan was submitted to and approved by the sole shareholder of ESI Sales.
7. The Merger shall become effective as of 12:01 a.m., Mountain Time on the date a copy of these Articles of Merger are filed with the Idaho Secretary of State.

IN WITNESS WHEREOF, ESI Idaho and ESI Sales have caused these Articles of Merger to be executed by their authorized officers this 15<sup>th</sup> day of November 2004.

**EXTENDED SYSTEMS OF IDAHO,  
INCORPORATED**

By:   
Charles W. Jepson, President

**EXTENDED SYSTEMS INTERNATIONAL  
SALES CORPORATION**

By:   
Valerie A. Heusinkveld, President

2004 DEC 14 AM 8:57

## PLAN OF MERGER

DATE OF MERGER

Effective Nov. 15, 2004, Extended Systems of Idaho, Incorporated, an Idaho corporation ("ESI Idaho") and Extended Systems International Sales Corporation, an Idaho corporation ("ESI Sales"), agree as follows:

**1. BACKGROUND.**

**1.1 Plan of Merger.** ESI Idaho and ESI Sales have entered into this Plan of Merger ("Plan of Merger") which provides for the merger of ESI Sales with and into ESI Idaho.

**1.2 Board Approval.** The Boards of Directors of ESI Idaho and ESI Sales, respectively, and ESI Idaho, as the sole Shareholder of ESI Sales, have approved the merger of ESI Sales with and into ESI Idaho and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth in this Plan of Merger.

**2. THE MERGER.**

**2.1 The Merger.** Upon the terms and subject to the conditions of this Plan of Merger, at the Effective Time (as defined in Section 2.2), in accordance with the Idaho Business Corporation Act, as amended ("IBCA"), ESI Sales shall be merged with and into ESI Idaho and the separate existence of ESI Sales shall thereupon cease (the "Merger"). ESI Idaho shall be the surviving corporation in the Merger (sometimes identified herein as the "Surviving Corporation").

**2.2 Effective Time of the Merger.** The Merger shall become effective as of 12:01 AM, Mountain Time on the date a copy of this Plan of Merger and the requisite Articles of Merger pursuant to Section 30-1-1106 of the IBCA and any other documents necessary to effect the Merger in accordance with the IBCA are filed with the Secretary of State of the State of Idaho (the "Effective Time").

**2.3 Effects of Merger.** The Merger shall have the effects set forth in Section 30-1-1107 of the IBCA and all other applicable laws.

**3. SURVIVING CORPORATION.**

**3.1 Articles of Incorporation.** At the Effective Time, the Articles of Incorporation of ESI Idaho, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until duly amended.

**3.2 Bylaws.** At the Effective Time, the Bylaws of ESI Idaho, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until duly amended.

**3.3 Directors and Officers.** At and after the Effective Time, the directors and officers of ESI Idaho immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, in each case until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

**4. SHARES.**

**4.1 Cancellation of ESI Sales Shares.** Upon the Effective Time, each share of stock of ESI Sales issued and outstanding immediately prior to the Effective Time shall (without further action of ESI Sales or the Surviving Corporation) thereupon be cancelled.

**4.2 No Change to ESI Idaho Shares.** Upon the Effective Time, each shareholder of ESI Idaho, the Surviving Corporation, will hold the same number of shares immediately after the Merger as held immediately prior to the Merger.

**5. INTERPRETATION.**

**5.1 Amendment.** This Plan of Merger may be amended by an instrument in writing signed on behalf of each of the parties.

**5.2 Notices.** All notices and other communications ("Notices") under this Plan of Merger (i) shall be in writing, and (ii) shall be addressed or delivered to the following relevant address or at such other address as shall be given in writing by a party to the other:

**5.2.1** If to ESI Idaho: Extended Systems of Idaho, Incorporated  
5777 N. Meeker Avenue  
Boise, ID 83713

with copy to: Nicholas G. Miller  
Hawley Troxell Ennis & Hawley LLP  
877 Main Street, Suite 1000  
P.O. Box 1617  
Boise, ID 83701-1617

**5.2.2** If to ESI Sales: Extended Systems International Sales Corporation  
c/o Extended Systems of Idaho, Incorporated  
5777 N. Meeker Avenue  
Boise, ID 83713

Notices complying with the provisions of this Section shall be deemed to have been delivered (i) upon the date of delivery if delivered in person or by facsimile, or (ii) on the date of the postmark on the return receipt if deposited in the United States Mail, with postage prepaid for certified or registered mail, return receipt requested.

**5.3 Interpretation.** This Plan of Merger (and the other documents and instruments referenced in this Plan of Merger) (i) constitutes the entire agreement and supersedes all other prior agreements and understandings, both written and oral, among the parties, or any of them, regarding the subject matter of the agreements, (ii) shall not be assigned by operation of law or otherwise without the prior written consent of the other parties, and (iii) shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Idaho (without giving effect to the provisions thereof relating to conflicts of law); and the Merger shall be governed by the laws of the State of Idaho.

**5.4 Counterparts.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

**5.5 Parties in Interest.** This Plan of Merger shall be binding upon and inure to the benefit of and be enforceable by the parties and their respective permitted successors and assigns. Nothing in this Plan of Merger, express or implied, is intended to confer upon any other person any rights, benefits or remedies of any nature whatsoever under or by reason of this Merger Plan.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be duly executed by their authorized officers, as of the dates set forth below, effective as of November 15, 2004.

**ESI SALES:**

EXTENDED SYSTEMS INTERNATIONAL  
SALES CORPORATION

By: Valerie A. Heusinkveld

Valerie A. Heusinkveld, President

Dated: November 15, 2004

**ESI IDAHO:**

EXTENDED SYSTEMS OF IDAHO,  
INCORPORATED

By: Charles W. Jepson

Charles W. Jepson, President

Dated: November 15, 2004