

FILED/EFFECTIVE

ARTICLES OF MERGER

01 DEC 24 PM 2: 29

SEAL OF THE STATE OF IDAHO

The undersigned Members of Quinn Air, L.L.C., an Idaho limited liability company (herein the "Merged Company"), and Quinn Air, LLC, an Oregon limited liability company (herein the "Surviving Company"), pursuant to Section 53-661 through 53-664 of the Idaho Limited Liability Company Act and the Oregon Limited Liability Company Act, do hereby adopt the following Articles of Merger.

1. Pursuant to a Plan and Agreement of Merger executed on the 20<sup>th</sup> day of December, 2001, which is on file at the place of business of the surviving company which is located at 285 Liberty Street N.E., Salem, Oregon 97301, the Merged Company shall be merged into the Surviving Company in order to effect a change of domicile of the company from the State of Idaho to the State of Oregon. The name of the Surviving Corporation shall be Quinn Air, LLC and it shall be an Oregon limited liability company. The merger is to qualify as a reorganization. The Surviving Company shall acquire all of the business and assets, including any and all trademarks, goodwill, trade names, copyrights, and other rights, whether registered or unregistered, of the Merged Company. All other terms, conditions and covenants with regard to this merger are contained in the Plan and Agreement of Merger.

2. A copy of the agreement of merger or consolidation will be furnished by the Surviving Company, on request and without cost, to any person holding an interest in the Merged Company.

ARTICLES OF MERGER - 1

IDAHO SECRETARY OF STATE  
12/26/2001 05:00  
CK: 2857 CT: 24249 BN: 436478  
1 @ 30.00 = 30.00 MERGER # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

W 8604

3. Surviving Company agrees:

1) that it may be served with process in this state in any proceeding for enforcement of any obligation of any business entity party to this merger or consolidation that was organized under the laws of this state, as well as for enforcement of any obligation of the surviving business entity or the new business entity arising from this merger or consolidation; and

2) appoints the Secretary of State as its agent for service of process in any such proceeding, and the address to which a copy of the process shall be mailed to it by the Secretary of State is Michael L. Quinn, Post Office Box 2003, Sun Valley, Idaho 83353.

4. The Plan and Agreement of Merger and these Articles of Merger were approved by all of the Members of the Merged Company and the Surviving Company at appropriate meetings for the respective companies.

5. The effective date of this merger shall be the date these Articles of Merger are filed with the Secretary of State.

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IN WITNESS WHEREOF, the undersigned, being the Members of Quinn Air, L.L.C., an Idaho limited liability company, and Quinn Air, LLC, an Oregon limited liability company, execute these Articles of Merger, in duplicate, and under penalties of perjury certify to the truth of the facts herein stated and acknowledge the same to be the act of the respective companies this 20<sup>TH</sup> day of December, 2001.

Quinn Air, L.L.C.  
an Idaho limited liability company

Michael L. Quinn  
By: Michael L. Quinn  
Its: Member

Quinn Air, LLC  
an Oregon limited liability company

Michael L. Quinn  
By: Michael L. Quinn  
Its: Member

VERIFICATION

STATE OF IDAHO )

ss.

COUNTY OF BLAINE )

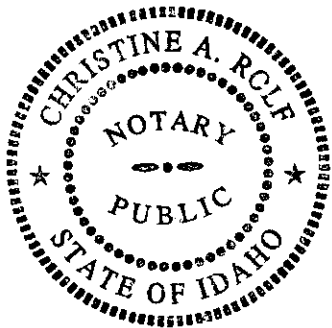
MICHAEL L. QUINN, being first duly sworn upon oath, deposes and states:

That I am a Member of Quinn Air, L.L.C., an Idaho limited liability company, in the foregoing ARTICLES OF MERGER; that I have read the same and know the contents thereof, and that the same are true as I verily believe.

DATED this 20<sup>th</sup> day of December, 2001.

Michael L. Quinn  
MICHAEL L. QUINN

SUBSCRIBED AND SWORN to before me this 20<sup>th</sup> day of December, 2001.



Christine A. Rolf  
NOTARY PUBLIC in and for  
the State of Idaho,  
residing at Hailey, Idaho.  
Commission expires 6.6.2005.

VERIFICATION

STATE OF IDAHO )

ss.

COUNTY OF BLAINE )

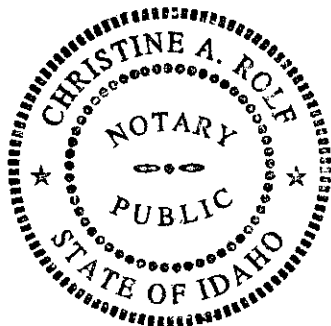
MICHAEL QUINN, being first duly sworn upon oath, deposes and states:

That I am a Member of Quinn Air, LLC, an Oregon limited liability company, in the foregoing ARTICLES OF MERGER; that I have read the same and know the contents thereof, and that the same are true as I verily believe.

DATED this 20<sup>th</sup> day of December, 2001.

Michael L. Quinn  
MICHAEL L. QUINN

SUBSCRIBED AND SWORN to before me this 20<sup>th</sup> day of December, 2001.



Christine A. Rolf  
NOTARY PUBLIC in and for  
the State of Idaho.  
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