

State of Idaho

Department of State.

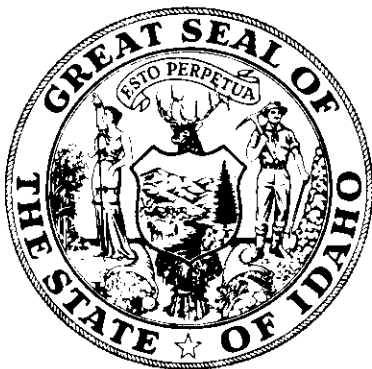
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of PACIFIC ROCK PRODUCTS, INC.

into EUCON CORPORATION, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of Merger, and attach hereto a duplicate original of the Articles of Merger.

Dated May 7, 1987.



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF MERGER OF
PACIFIC ROCK PRODUCTS, INC.

7 000 000 2 28

INTO
EUCON CORPORATION

Pursuant to the provisions of sections 30-1-75 through 30-1-77 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a subsidiary corporation into the undersigned as the surviving corporation:

FIRST: The subsidiary corporation to be merged into the undersigned parent corporation is incorporated under the laws of Oregon, and the laws of such jurisdiction permit such a merger.

SECOND: The following Plan of Merger was approved by the Board of Directors of the undersigned, as the surviving corporation, in the manner prescribed by the Idaho Business Corporation Act, and was authorized and approved in the manner prescribed by the laws of Oregon, the jurisdiction under which the subsidiary corporation is organized.

See Exhibit A.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corporation</u>
Pacific Rock Products, Inc.	7,500	Common	7,500

FOURTH: A copy of the Plan of Merger set forth in paragraph SECOND above was mailed on 4/14, 1987, to each shareholder of the subsidiary corporation of record on 4/14, 1987. All shareholders have waived the 30-day period prior to filing the Articles of Merger.

DATED on this 14th day of April, 1987.

EUCON CORPORATION

By A. Neil DeAtley
President

ATTEST:

Fred N. Michael
Secretary

A. NEIL DeATLEY and FRED N. MICHAEL, being first duly sworn on their oath, depose and say:

That they are the President and Secretary, respectively, of EUCON CORPORATION in the above entitled matter, that they have read the foregoing Articles of Merger of Pacific Rock Products, Inc., into EUCON CORPORATION, well know the contents thereof and verily believe that the facts therein stated are true.

DATED on this 14th day of April, 1987.

EUCON CORPORATION

By A. Neil DeAtley
A. Neil DeAtley, President

ATTEST:

Fred N. Michael
Fred N. Michael, Secretary

STATE OF IDAHO)
 : ss.
County of Nez (Perce)

I, Patricia J. Keough, a notary public, do hereby certify that on this 14th day of April, 1987, personally appeared before me A. NEIL DeATLEY and FRED N. MICHAEL, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of EUCON CORPORATION in the foregoing document, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

Patricia J. Keough
Notary Public for Idaho
Residing at Lewiston
My commission expires on
August 1, 1988

(NOTARY SEAL)

PLAN OF MERGER

THIS PLAN made and adopted this 14th day of April, 1987, by EUCON CORPORATION, an Idaho corporation, hereinafter referred to as "EUCON," duly authorized to do business in the State of Oregon as a foreign corporation,

W I T N E S S E T H: That,

WHEREAS, EUCON is a corporation duly organized and existing under the laws of the State of Idaho, maintaining its principal place of business in Lewiston, Nez Perce County, Idaho, is also authorized to do business in the State of Oregon as a foreign corporation, and its authorized capital stock consists of 1,000,000 shares of common stock having no par value, of which 402,204 shares of no par value common stock are now issued and outstanding, and 76,543 shares of no par value common stock are now held by the corporation as treasury stock; and

WHEREAS, Pacific Rock Products, Inc., is a corporation organized and existing under the laws of the State of Oregon, having its registered office in Portland, Oregon, and its authorized capital stock consists of 100,000 shares which consist of one class, that being common, each having a par value of \$1.00 per share of which 7,500 shares are now issued and outstanding with EUCON being the sole shareholder of Pacific Rock Products, Inc., and holding all 7,500 shares; and

WHEREAS, the laws of the State of Idaho, pursuant to Idaho Code sections 30-1-71 through 30-1-81 and Oregon Revised Statutes, sections 57.455 through 57.511, provide that any corporation owning at least 90 percent of the outstanding shares of each class of another corporation may merge such corporation into itself without approval by a vote of the shareholders of either corporation, requiring that only the

Board of Directors of the parent corporation, by resolution, approve a plan of merger setting forth the name of the subsidiary corporation and the name of the corporation owning at least 90 percent of its shares, the manner and basis of converting the shares of the subsidiary corporation into shares, obligations, or other securities of the surviving corporation, or of any other corporation or in whole or in part into cash or other property or the cancellation thereof; and

WHEREAS, the Board of Directors of EUCON deems it advisable, in the best interest and advantage of the parent corporation and its shareholders, that Pacific Rock Products, Inc., merge into EUCON pursuant to this plan, and said Board of Directors does desire to so merge pursuant to this plan and the applicable provisions of the laws of the State of Idaho and the State of Oregon;

NOW, THEREFORE, the Board of Directors of EUCON in accordance with the applicable provisions of the laws of the State of Idaho and the State of Oregon does hereby declare that Pacific Rock Products, Inc., shall be merged into EUCON, an Idaho corporation, which is not a new corporation and which shall continue its corporate existence and be the corporation surviving the merger (said corporation hereinafter being sometimes called the "surviving corporation") and the terms and conditions of the merger hereby adopted and the mode of carrying the same into effect is and shall be as hereinafter set forth.

ARTICLE I

EFFECTIVE TIME OF MERGER

The merger of the constituent corporation shall be effective May 1, 1987, it being contemplated that this plan of merger shall theretofore have been filed in the offices of the Secretary of State for the State of Idaho and the Corporation Commissioner's office of the State of Oregon, all as provided

by the laws of the said respective states, and on the effective date the legal existence of Pacific Rock Products, Inc., shall cease, and the said latter corporation shall be merged into EUCON, the surviving corporation.

ARTICLE II
GOVERNING LAW

The laws of the State of Idaho shall govern the surviving corporation.

ARTICLE III
BYLAWS

The Bylaws of EUCON, the surviving corporation, at the effective time of the merger shall be the Bylaws of the surviving corporation until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE IV
DIRECTORS AND OFFICERS

It is acknowledged that the directors of EUCON as of the date of the execution of this agreement are: A. Neil DeAtley, Ronald Hjaltalin, and Lee Alexander, and that the officers of EUCON at the time of the execution of this agreement are: A. Neil DeAtley, President; John Shaffer, Vice President; and Fred N. Michael, Secretary/Treasurer. The aforesaid directors and officers of EUCON shall be the directors and officers of the surviving corporation until their respective successors are duly elected and qualified.

ARTICLE V
CONVERSION OF SHARES IN THE MERGER

The mode of carrying into effect the merger provided in this plan and the manner and basis of converting the shares of the subsidiary corporation into shares of the surviving corporation are as follows:

1. At the effective time of the merger, each share of the common stock of Pacific Rock Products, Inc., issued and outstanding shall be canceled.

2. EUCON as holder of all the outstanding common stock of Pacific Rock Products, Inc., shall surrender to the surviving corporation all stock certificates for the common stock of Pacific Rock Products, Inc., cancellation by the Secretary of EUCON.

ARTICLE VI
EFFECT OF THE MERGER

At the effective time of the merger, the surviving corporation shall succeed to, without other transfer, and shall possess and enjoy the rights, privileges, immunities, powers, and franchise of every and any nature and shall be subject to all the restrictions, disabilities, and duties of each of the constituent corporations, and all property whether real, personal, or mixed and all debts due any of said constituent corporations on whatever account, and for all other things and actions or belonging to each of said constituent corporations, shall be vested in the surviving corporation; and all property, rights, privileges, immunities, powers, and franchises in all and every other interest shall thereafter as effectively be property of the surviving corporation as they were of each of the respective constituent corporations; provided, however, that all rights of creditors and liens on any property upon any of the constituent corporations, if any, shall be preserved unimpaired, and shall constitute a lien upon the property affected by such lien at the effective time of the merger, and all debts, liabilities, and duties of each respective constituent corporations shall thenceforth attach to the surviving corporation which shall assume all such debts, liabilities, and duties and the same may be enforced against

the surviving corporation to the same extent as if debts, liabilities, and duties had been incurred or contracted by the surviving corporation.

ARTICLE VII
ACCOUNTING MATTERS

The assets and liabilities of each of the constituent corporations as of the effective time of the merger shall be taken up and reflected on the books of the surviving corporation at the amounts at which they were carried at that time on the books of each respective constituent corporation. The amount of the capital of the surviving corporation after the merger shall be equal to the aggregate of the capital of each of the constituent corporations. The surplus of the surviving corporation after the merger, including any surplus arising in the merger, shall be available to be used for any legal purposes for which such surplus may be used.

ARTICLE VIII
FILING OF CERTIFICATES OF MERGER

After adoption and approval of this plan by the Board of Directors of EUCON, and subject to the conditions contained in this plan, a certificate of merger and a copy of the plan of merger, in proper form, shall be delivered to the Secretary of State of the State of Idaho and the Corporation Commissioner of the State of Oregon as provided by the statutes of each of said respective states.

ARTICLE IX
CONDUCT OF BUSINESS PENDING MERGER

From and after the date of this plan, and prior to the effective time of merger, neither of the constituent corporations shall 1) amend its Certificate of Incorporation or Bylaws, except in the case of the surviving corporation as may be necessary to enable it to carry out the provisions of this

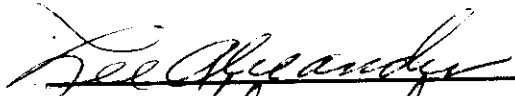
agreement; 2) engage in any material activity or transaction or incur any material obligation except in the normal ordinary course of business; 3) issue rights or options to purchase or subscribe to any shares of its capital stock or otherwise change any such shares; 4) issue or sell any shares of its capital stock; or 5) declare or pay any dividends on or make any distributions in respect to any shares of its capital stock.


ARTICLE X

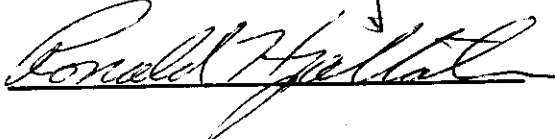
TERMINATION AND ABANDONMENT

Anything herein or elsewhere to the contrary notwithstanding, this plan may be terminated and abandoned at any time before the effective date of the merger, whether before or after approval of this plan by the Board of Directors of EUCON by the mutual consent of the Board of Directors of EUCON.

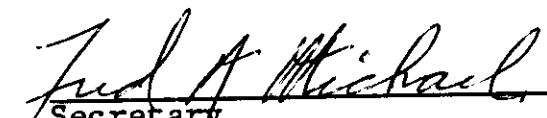
IN WITNESS WHEREOF this plan has been adopted and signed by the majority of the directors of EUCON and attested by the Secretary of said corporation as of the day and year hereinabove first written.







ATTEST:


Secretary

The foregoing Plan of Merger having been duly approved and executed by a majority of the directors of EUCON and a copy of the Plan of Merger having been mailed to the outstanding holders of all the shares of Pacific Rock Products, Inc., and the said Plan of Merger having been adopted by the Board of Directors of EUCON in the manner provided by the laws of the State of Idaho and the State of Oregon, the President and Secretary of EUCON do now execute this Plan of Merger under the respective seal of said corporation by the authority of the directors and stockholders of said corporation, as the act, deed, and agreement of EUCON on this 14th day of April, 1987.

EUCON CORPORATION

By *A. Neil DeAtley*
President

ATTEST:

Fred N. Michael
Secretary

A. NEIL DeATLEY and FRED N. MICHAEL, being first duly sworn on their oath, depose and say:

That they are the President and Secretary, respectively, of EUCON CORPORATION in the above entitled matter, that they have read the foregoing Plan of Merger, well know the contents thereof and verily believe that the facts therein stated are true.

DATED on this 14th day of April, 1987.

EUCON CORPORATION

By *A. Neil DeAtley*
A. Neil DeAtley, President

ATTEST:

Fred N. Michael
Fred N. Michael, Secretary

STATE OF IDAHO)
 : ss.
County of Nez Perce)

I, _____, a notary public, do hereby certify that on this ____ day of April, 1987, personally appeared before me A. NEIL DeATLEY and FRED N. MICHAEL, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of EUCON CORPORATION in the foregoing document, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

(NOTARY SEAL)

Notary Public for Idaho
Residing at Lewiston
My commission expires on
_____, 19__