

**ARTICLES OF MERGER  
OF  
COHO GROUP and COHO GROUP, INC.  
INTO  
COHO GROUP, INC.**

**I. PLAN OF MERGER.**

1. Coho Group. Coho Group ("Coho California") is a corporation duly organized, existing and in good standing under the general corporation laws of the State of California. Coho California has three thousand (3,000) shares of common stock issued to James B. Carlsen. No other shares of Coho California are issued and outstanding.

2. Coho Group, Inc. Coho Group, Inc. ("Coho Idaho") is a corporation duly organized, existing and in good standing under the general corporation laws of the State of Idaho. Coho Idaho has three thousand (3,000) shares of common stock issued to Coho Group, a California corporation. No other shares of Coho Idaho are issued and outstanding.

3. Surviving Corporation. Coho California and Coho Idaho shall merge into a single corporation, which shall be Coho Group, Inc.

**II. APPROVAL**

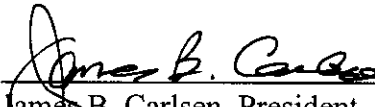
1. Coho California Approval. The Board of Directors and the sole Shareholder (by 3,000 of the 3,000 common shares entitled to vote) of Coho California have unanimously approved the Merger.

2. Coho Idaho Approval. The Board of Directors and the sole Shareholder (by 3,000 of the 3,000 common shares entitled to vote) of Coho ~~California~~ <sup>Idaho</sup> have unanimously approved the Merger.

**III. EFFECTIVE DATE**

The effective date of the Merger shall be October 1, 2000.

Dated: October 1, 2000.

  
James B. Carlsen, President  
Coho Group, Inc.

IDAHO SECRETARY OF STATE  
11/17/2000 09:00  
CK: 5848 CT: 85549 BM: 361602  
1 @ 30.00 = 30.00 MERGER # 2

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NOV 16 4 43 PM '00  
SECRETARY OF STATE