

FILED EFFECTIVE

2006 MAY 15 PM 1:12

SECRETARY OF STATE  
STATE OF IDAHO

**Articles of Merger**  
**BIELEC ENTERPRISES, INC.,**  
**an Idaho Corporation**

We, the undersigned, constitute the sole directors of Bielec Enterprises, Inc., an Idaho corporation, as well as the President, Vice President and Secretary/Treasurer of the same.

1. These Articles of Merger are filed for the purpose of merging Bielec Enterprises, Inc., a California corporation, as the merged corporation, into Bielec Enterprises, Inc., an Idaho corporation, as the surviving corporation, pursuant to the Plan and Agreement of Merger, which is attached hereto and incorporated by reference.

2. The Plan and Agreement of Merger in the form attached was duly approved by the directors, officers and shareholders of both the merged corporation and the surviving corporation.

3. There are three (3) shareholders in both the surviving corporation and the merged corporation. These shareholders are exactly the same in each company and they own the same number of shares in each of the two companies. Thus, the shareholders in the merged corporation and the surviving corporation are as follows:

- PAUL JOHN BIELEC TRUST, dated July 20, 1999 (or as it may be from time-to-time amended or restated);
- PAUL AND ROBBIE BIELEC REVOCABLE INTERVIVOS TRUST, dated February 26, 2002 (or as it may be from time-to-time amended or restated); and
- RAY AND JOANNE BAYTOS LIVING TRUST, dated December 10, 2002 (or as it may be from time-to-time amended or restated).

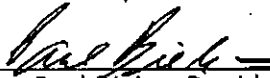
By signing below, the shareholders hereby approve said merger.

4. There is only one (1) class of shares and the number of outstanding shares is 1,200. The shareholder approval was by unanimous consent of all 100% of the outstanding shares of the corporation and by unanimous consent of all of the corporation's officers and directors.

We declare under penalty of perjury under the laws of the State of Idaho that the matters set forth in these Articles of Merger are true and correct to our knowledge.

Dated this 15<sup>th</sup> day of May, 2006.

BIELEC ENTERPRISES, INC.,  
an Idaho Corporation

By:   
Paul Bielec, President and Director

By:   
Paul S. Bielec, Vice President and Director

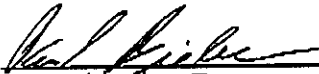
By:   
Joanne Baytos, Secretary/Treasurer

IDAHO SECRETARY OF STATE  
05/15/2006 05:00  
FILED MAY 15 2006  
1 0 30.00 = 30.00 MERGER # 2  
1 0 20.00 = 20.00 EXPEDITE C # 3

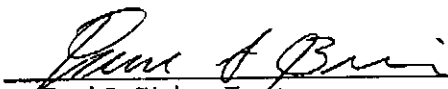
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We, the undersigned, constituting all of the Shareholders of Bielec Enterprises, Inc., an Idaho corporation, approve of these Articles of Merger and the Plan and Agreement of Merger.

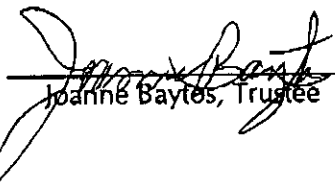
PAUL JOHN BIELEC TRUST, dated July 20, 1999  
(or as it may be from time-to-time amended or restated)

By: \_\_\_\_\_  
Paul Bielec, Trustee

PAUL AND ROBBI BIELEC REVOCABLE  
INTERVIVOS TRUST, dated February 26, 2002  
(or as it may be from time-to-time amended or restated)

By: \_\_\_\_\_  
Paul S. Bielec, Trustee

RAY AND JOANNE BAYTOS LIVING TRUST,  
dated December 10, 2002 (or as it may be  
from time-to-time amended or restated)

By: \_\_\_\_\_  
Joanne Baytos, Trustee

## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is entered into between BIELEC ENTERPRISES, INC., an Idaho corporation ("Surviving Corporation") and BIELEC ENTERPRISES, INC., a California corporation ("Merging Corporation").

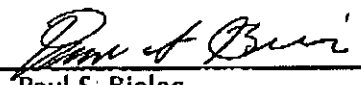
1. This Plan and Agreement of Merger has been unanimously approved by the undersigned, which constitute the only Officers and Directors of Surviving Corporation and the only Officers and Directors of Merging Corporation.
2. Merging Corporation shall be merged into Surviving Corporation.
3. Upon the effective date of the merger, each outstanding share of Merging Corporation shall be converted to one (1) share of the same class in the Surviving Corporation.
4. Any outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
5. Merging Corporation shall from time-to-time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carryout this merger.
6. The effect of the merger and the effective date of the merger shall be May 15, 2006.

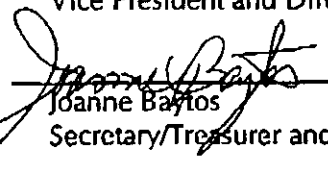
IN WITNESS WHEREOF the Surviving Corporation and the Merging Corporation have executed this Plan and Agreement of Merger by having their Board of Directors and Officers subscribe their names hereto effective this 15<sup>th</sup> day of May, 2006.

### "Surviving Corporation"

BIELEC ENTERPRISES, INC.,  
an Idaho Corporation


By:   
Paul Bielec  
President and Director

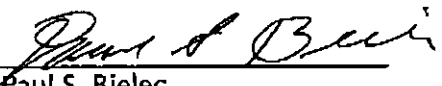
By:   
Paul S. Bielec  
Vice President and Director

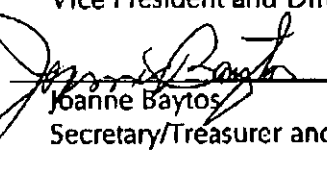
By:   
Joanne Baytos  
Secretary/Treasurer and Director

### "Merging Corporation"

BIELEC ENTERPRISES, INC.  
a California Corporation

By:   
Paul Bielec  
President and Director

By:   
Paul S. Bielec  
Vice President and Director

By:   
Joanne Baytos  
Secretary/Treasurer and Director

**BIELEC ENTERPRISES, INC.,  
an Idaho Corporation**

**OFFICERS' CERTIFICATE OF APPROVAL  
OF PLAN AND AGREEMENT OF MERGER**

Paul Bielec, Paul S. Bielec and Joanne Baytos certify that:

1. They are the President, Vice President and Secretary/Treasurer, respectively, of Bielec Enterprises, Inc., an Idaho corporation.
2. The Plan and Agreement of Merger in the form attached was duly approved by the Directors and Shareholders of the corporation.
3. The Shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one (1) class of shares and the number of outstanding shares is 1,200.

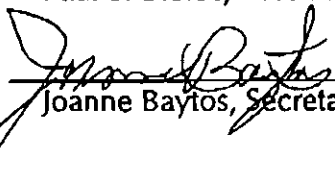
We declare under penalty of perjury under the laws of the State of Idaho that the matters set forth in this Certificate are true and correct to our knowledge.

Dated this 15<sup>th</sup> day of May, 2006.

**BIELEC ENTERPRISES, INC.,  
an Idaho Corporation**

By:   
Paul Bielec, President

By:   
Paul S. Bielec, Vice President

By:   
Joanne Baytos, Secretary/Treasurer

**BIELEC ENTERPRISES, INC.,  
a California Corporation**

**OFFICERS' CERTIFICATE OF APPROVAL  
OF PLAN AND AGREEMENT OF MERGER**

Paul Bielec, Paul S. Bielec and Joanne Baytos certify that:

1. They are the President, Vice President and Secretary/Treasurer, respectively, of Bielec Enterprises, Inc., a California corporation.
2. The Plan and Agreement of Merger in the form attached was duly approved by the Directors and Shareholders of the corporation.
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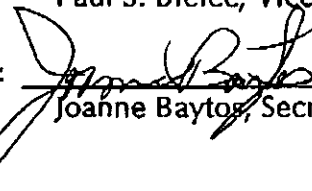
We declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct to our knowledge.

Dated this 15<sup>th</sup> day of May, 2006.

BIELEC ENTERPRISES, INC.,  
a California Corporation

By:   
Paul Bielec, President

By:   
Paul S. Bielec, Vice President

By:   
Joanne Baytos, Secretary/Treasurer