

FILED EFFECTIVE

**ARTICLES OF MERGER OF SIGN-WORKS, INC.
AND IDAHO FALLS SIGN PRO, INC.**

2007 JAN -5 AM 8941

Pursuant to the provisions of Idaho Code § 30-1-1101 et. seq., the undersigned corporations have adopted the following Articles of Merger for the purpose of combining the undersigned corporations:

SECRETARY OF STATE
STATE OF IDAHO

The Plan of Merger a true and correct copy of which is attached hereto and made a part hereof as **Exhibit "A"** was approved by the stockholders of each of the undersigned corporations in the manner prescribed by statute

As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Designation of Class	Number of Shares
Idaho Falls Sign Pro, Inc.	2	Common	2
Sign-Works, Inc.	100	Common	100

As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, are as follows:

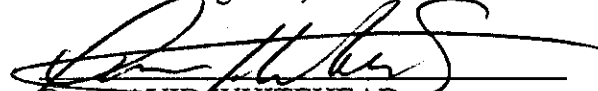
Name of Corporation	Total Voted For	Total Voted Against
Idaho Falls Sign Pro, Inc.	2	0
Sign-Works, Inc.	100	0

IN WITNESS WHEREOF, We have hereunto set our hands this 21st day of December, 2006.


Idaho Falls Sign Pro, Inc.


By: APRYL WHITEHEAD
Its: Director, and President

Idaho Falls Sign Pro, Inc.


By: DAVID WHITEHEAD
Its: Director, Secretary and Treasurer

Sign-Works, Inc.


By: DAVID WHITEHEAD
Its: Director, and President

Sign-Works, Inc.


By: APRYL WHITEHEAD
Its: Director, Secretary and Treasurer

C157064

PLAN OF MERGER

Plan of Merger made this 26 day of December, 2006 between **IDAHO FALLS SIGN PRO, INC.** a corporation organized and existing under the laws of Idaho with its principal office located at 1730 Woodruff Park., City of Idaho Falls, Bonneville County, Idaho and **SIGN-WORKS, INC.**, a corporation organized and existing under the laws of Idaho, with its principal office located at 1792 S. Yellowstone Hwy., City of Idaho Falls, Bonneville County, Idaho. (each individually a "constituent corporation" and collectively the "constituent corporations").

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SECRETARY OF STATE
STATE OF IDAHO

RECITALS

- A. **SIGN-WORKS, INC.**, is a corporation duly organized and existing under the laws of Idaho, having been incorporated on May 20, 1999 and having an authorized capital stock of 7,500 shares of common stock, \$1.00 par value (the "Sign-Works, Inc., common stock"), of which 100 shares are issued and outstanding, and the holders of all such shares are entitled to vote on this plan of merger.
- B. **IDAHO FALLS SIGN PRO, INC.**, is a corporation duly organized and existing under the laws of Idaho, having been incorporated on October 28, 2004 and having an authorized capital stock of 10,000 shares of common stock, \$1.00 par value (the "Idaho Falls Sign Pro, Inc., common stock"), of which 2 shares are issued and outstanding and all such shares are entitled to vote on this Plan of Merger.
- C. The respective boards of directors of **SIGN-WORKS, INC.**, and **IDAHO FALLS SIGN PRO, INC.**, deem it advisable and for the best interest of **IDAHO FALLS SIGN PRO, INC.**, be merged with and into **SIGN-WORKS, INC.**, as the surviving corporation as authorized by the statutes of Idaho under and pursuant to the terms

IDAHO SECRETARY OF STATE
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and conditions set forth in this plan of merger, and for the shares of capital stock of IDAHO FALLS SIGN PRO, INC., issued and outstanding at the effective date (as defined in this plan) to be converted into shares of SIGN-WORKS, INC., stock, \$1.00 par value. Each such board has duly approved this plan of merger (this "plan").

- D. The respective boards of directors have entered into an Agreement of Merger dated this date setting forth certain representations, warranties and covenants in connection with the merger.

In consideration of the premises and the mutual covenants and agreements contained in this plan, and for the purpose of setting forth the terms and conditions of the merger, the mode of carrying the same into effect, the manner and basis of converting the shares of each constituent corporation into shares of Sign-Works, Inc., and such other details and provisions as are deemed necessary or desirable, the parties have agreed and do now agree, subject to the approval of adoption of this plan by the requisite vote of the stockholders of each constituent corporation, and subject to the conditions set forth in this plan, as follows:

SECTION ONE

MERGER AND NAME OF SURVIVING CORPORATION

At the effective date, as defined in this plan, Idaho Falls Sign Pro, Inc., shall be merged with and into Sign-Works, Inc., (referred to in this plan as the "surviving corporation") which shall not be a new corporation but shall continue its corporate existence as an Idaho for profit corporation to be governed by the laws of Idaho, and which shall continue to be named "Sign-Works, Inc." and shall maintain a registered office in Idaho.

SECTION TWO

TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this plan) as follows:

A. At the effective date:

1. The constituent corporations shall be a single corporation, which shall be Sign-Works, Inc., the corporation designated in this plan as the surviving corporation.
2. The separate existence of Idaho Falls Sign Pro, Inc., shall cease.
3. On and after the effective date, the Sign-Works, Inc., shall possess all the rights, privileges, powers and franchises as well of a public as of private nature, and be subject to all the restrictions, disabilities and duties of each constituent corporation; and all and singular, the rights, privileges, powers and franchises of each constituent corporation, and all property, real personal and mixed, and all debts due to either constituent corporation on whatever account, as well for stock subscriptions as al other thing in action or belonging to each constituent corporation, shall be vested in the surviving corporation; and all property, rights, privileges, powers and franchises and all and every other interest subsequently shall be as effectually the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate vested by deed or otherwise in either constituent corporation shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and

all liens upon any property of either constituent corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall subsequently attach to the surviving corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding, whether civil, criminal or administrative, pending by or against either constituent corporation shall be prosecuted as if the merger had not taken place, or the surviving corporation may be substituted in such action or proceeding.

4. All corporate acts, plans, policies, contracts, approvals and authorizations of Idaho Falls Sign Pro, Inc., and its stockholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the effective date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of Sign-Works, Inc., and shall be as effective and binding on the surviving corporation as they were with respect to Idaho Falls Sign Pro, Inc.
5. The assets, liabilities, reserves and accounts of each constituent corporation shall be recorded on the books of the surviving corporation at the amounts at which they, respectively, shall then be carried on the books of such constituent corporation, subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

B. The board of directors and the officers of the surviving corporation as of the

effective date shall be:

Board of Directors: Apryl Whitehead and David Whitehead

Officers: Apryl Whitehead, President and David Whitehead, Secretary and Treasurer

SECTION THREE

CONVERSION OF SHARES

The manner and basis of converting the issued and outstanding shares of each constituent corporation into shares of the surviving corporation and the mode of carrying the merger into effect are as follows:

- A. Each share of Idaho Falls Sign Pro, Inc., stock outstanding at the effective date shall be converted into one share of Sign-Works, Inc., (the surviving corporation) stock without any action on the part of the holder of the stock. After the effective date, each holder of an outstanding certificate or certificates which, prior to the effective date, represented shares of Idaho Falls Sign Pro, Inc., common stock shall be entitled, upon surrender of the certificate, to receive in exchange a certificate or certificates representing the number of whole shares of Sign-Works, Inc., stock into or for which his or her shares have been converted or exchanged; provided, however, that no fractional shares of Sign-Works, Inc., stock shall be issued pursuant to the merger and the aggregate number of shares of Sign-Works, Inc., stock to be issued pursuant to the merger shall be determined by rounding any fractional share to which any stockholder of Idaho Falls Sign Pro, Inc., may otherwise be entitled to the nearest whole share. Until surrendered, each outstanding certificate that prior to the effective date represented shares of Idaho Falls Sign Pro, Inc., common stock shall for all purposes evidence the ownership

of the shares of Sign-Works, Inc., stock into or for which such shares have been so converted or exchanged.

- B. All shares of stock into which shares of Idaho Falls Sign Pro, Inc., common stock shall have been converted pursuant to this Section Three shall be issued in full satisfaction of all rights pertaining to such converted shares.

SECTION FOUR

CERTIFICATE OF INCORPORATION AND BYLAWS

- A. The certificate of incorporation of Sign-Works, Inc., as existing and constituted immediately prior to the effective date shall, upon the merger becoming effective, be and constitute the certificate of incorporation of the surviving corporation until amended in the manner provided by law.
- B. The bylaws of Sign-Works, Inc., as existing and constituted immediately prior to the effective date shall, upon the merger becoming effective, be and constitute the bylaws of the surviving corporation until amended in the manner provided by law.

SECTION FIVE

OTHER PROVISIONS

- A. This plan shall be submitted to the stockholders of each constituent corporation as provided by the applicable laws of Idaho. After the approval or adoption of this plan by the stockholders of each constituent corporation in accordance with the requirements of the laws of Idaho, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of Idaho.
- B. This plan may be terminated at any time prior to the effective date, whether before

or after action on the plan by the stockholders of the constituent corporations, by mutual consent of the constituent corporations, expressed by action of their respective boards of directors.

SECTION SIX

APPROVAL AND EFFECTIVE TIME OF MERGER

- A. The merger shall become effective when all the following actions have been taken:
1. This plan shall be adopted and approved on behalf of each constituent corporation in accordance with the Idaho business corporation act; and
 2. Articles of Merger (with this plan attached as part of the certificate), setting forth the information required by, and executed and verified in accordance with, the Idaho business corporation act, shall be filed in the office of the Secretary of State of Idaho (the particular time and date at which such filing shall be accomplished being referred to in this plan as the "effective date").
- B. For the convenience of the parties and to facilitate the filing and recording of this plan, any number of counterparts of this plan may be executed, and each such counterpart shall be deemed to be an original instrument.
- C. This plan and the legal relations between the parties to this plan shall be governed by and construed in accordance with the laws of Idaho.
- D. This plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties to this plan.

The parties have executed this Plan of Merger the day and year first above written.

IDAHO FALLS SIGN PRO, INC.

IDAHO FALLS SIGN PRO, INC.

By: Apryl Whitehead
Director

By: David Whitehead
Director

SIGN-WORKS, INC.

SIGN-WORKS, INC.

By: Apryl Whitehead
Director

By: David Whitehead
Director

STATE OF IDAHO)
)
County of Bonneville)

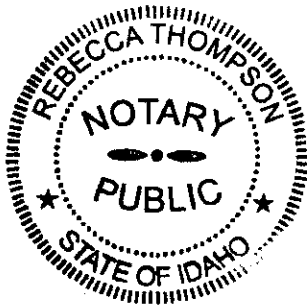
Apryl Whitehead and David Whitehead, being first duly sworn on oath, depose and say:

1. That Affiants constitute the Board of Directors of Idaho Falls Sign Pro, Inc., an Idaho Corporation, and as such are the authorized and acting agents of said corporation and are duly authorized and empowered to execute the foregoing Plan of Merger on behalf of said corporation;
2. That Affiants have read the foregoing Plan of Merger; know the contents thereof; and Affiants believe that the statements contained therein to be true and correct;
3. Affiants acknowledges that each has executed the foregoing Plan of Merger on behalf of said corporation and acknowledges that said corporation has executed the same.

Apryl Whitehead
APRYL WHITEHEAD

David Whitehead
DAVID WHITEHEAD

SUBSCRIBED AND SWORN to before me this 26 day of December, 2006.

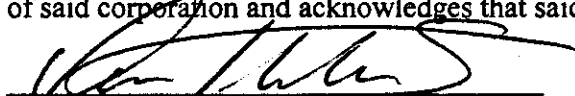


Rebecca Thompson
NOTARY PUBLIC FOR IDAHO
Residing at: Idaho Falls
My Commission Expires: 8-29-2011

STATE OF IDAHO)
)
County of Bonneville)

Apryl Whitehead and David Whitehead, being first duly sworn on oath, depose and say:

1. That Affiants constitute the Board of Directors of Sign-Works, Inc., an Idaho Corporation, and as such are the authorized and acting agents of said corporation and are duly authorized and empowered to execute the foregoing Plan of Merger on behalf of said corporation;
2. That Affiants have read the foregoing Plan of Merger; know the contents thereof; and Affiants believe that the statements contained therein to be true and correct;
3. Affiants acknowledges that each has executed the foregoing Plan of Merger on behalf of said corporation and acknowledges that said corporation has executed the same.

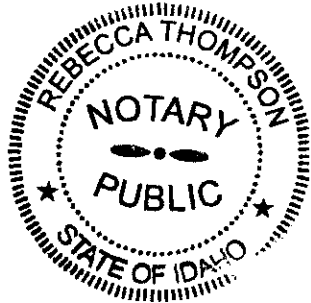


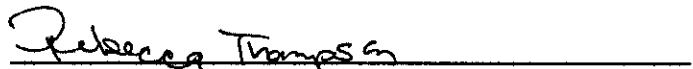
DAVID WHITEHEAD



APRYL WHITEHEAD

SUBSCRIBED AND SWORN to before me this 26 day of December, 2006.





NOTARY PUBLIC FOR IDAHO
Residing at: Idaho Falls
My Commission Expires: 8-29-2011