



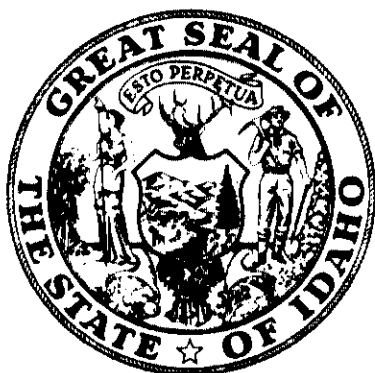
Department of State.

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 SPENCE-MOORE INTERNATIONAL TRADING CORPORATION, a California corporation into SPENCE CORPORATION, an Idaho 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 December 19, 19 90.



Pete T. Cenarrusa
SECRETARY OF STATE

Angus J. Clark
Corporation Clerk

Dec 19 4 08 PM '90

SECRETARY OF STATE

ARTICLES OF MERGER OF SPENCE-MOORE INTERNATIONAL TRADING CORPORATION, A CALIFORNIA CORPORATION QUALIFIED TO DO BUSINESS IN IDAHO, INTO SPENCE CORPORATION, AN IDAHO CORPORATION

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into one of such corporations:

I.

APPROVAL OF CORPORATE DIRECTORS AND SHAREHOLDERS

The Board of Directors of Spence-Moore International Trading Corporation (hereinafter "International"), and the Board of Directors of Spence Corporation, and more than a majority of the shareholders of those corporations, have approved this Merger.

II.

PLAN OF MERGER

1. International is a validly organized corporation under the laws of the state of California, with its principal office in California at 700 Larkspur Landing Circle, Suite 250, Larkspur, California 94939, and is qualified to do business in Idaho, with its principal office in Idaho at 1594 Riverstone Lane, Suite 106, Boise, Idaho 83706. International has, pursuant to its Articles of Incorporation, total authorized capital stock of One Hundred Thousand (100,000) shares of common stock with a par value of Ten Cents (\$.10) per share, and of which there are Ten Thousand (10,000) shares issued outstanding, all of equal classification, without seniority one over the other.

2. Spence Corporation is a validly organized corporation under the laws of the state of Idaho, with its principal office at 1594 Riverstone Lane, Suite 106, Boise, Idaho 83706. Spence Corporation has, pursuant to its Articles of Incorporation, total authorized capital stock of One Hundred Thousand (100,000) of common stock, with a par value of Ten Cents (\$0.10) per share, of which no (0) shares are presently issued and outstanding.

3. The manner and basis of converting the shares of each corporation is as follows: Upon approval of the merger, each outstanding share of common stock in International shall be exchanged for one (1) share of common stock in Spence Corporation.

4. The Board of Directors of International is composed of the following persons:

<u>Name</u>	<u>Address</u>
Robert H. Spence	1594 Riverstone Lane, Suite 106 Boise, ID 83706
Patricia A. Spence	1594 Riverstone Lane, Suite 106 Boise, ID 83706
Al. C. Daniels	773 Landrestraat 2551 B.G. The Hague, Netherlands

The names and addresses of the Directors of Spence Corporation, the surviving corporation, who shall serve until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Robert H. Spence	1594 Riverstone Lane, Suite 106 Boise, ID 83706
Patricia A. Spence	1594 Riverstone Lane, Suite 106 Boise, ID 83706

5. The names and addresses of the officers of the surviving corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert H. Spence	1594 Riverstone Lane, Suite 106 Boise, ID 83706
Patricia A. Spence	1594 Riverstone Lane, Suite 106 Boise, ID 83706

6. The Boards of Directors of International and Spence Corporation reserve the right to withdraw the proposed merger at any time prior to the filing of the Articles of Merger if the parties hereto determine that consummation of the Merger would not be in the best interests of either of the merging corporations.

7. The debts, encumbrances, and obligations of International shall become the debts, encumbrances, and obligations of the surviving corporation.

8. Spence Corporation shall be the surviving corporate entity after the completion of this Merger. Upon completion of this Merger, the name of the surviving corporation shall be changed to "Spence Corporation."

III.

SHAREHOLDER APPROVAL

Pursuant to Idaho Code Section 30-1-73, the merger identified herein has been approved by a majority of the shareholders of International. No shares of stock of Spence Corporation, the corporate entity that will survive after the merger, have been issued. The proposed merger has been unanimously approved by the Board of Directors of Spence Corporation. As to each of the undersigned corporations, the total number of shares voted for and against this Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Shares Outstanding</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
International	10,000	10,000	0
Spence Corporation	0	0	0

IV.

COMPLIANCE WITH APPLICABLE LAW

The merger contemplated herein complies with the applicable provisions of California law, as required with respect to International incident to Idaho Code Section 30-1-77. The surviving corporation (Spence Corporation) is organized pursuant to the laws of the state of Idaho.

V.

EFFECTIVE DATE

The effective date of these Articles shall be December 1, 1990, or the date on which the last act prior to recording and filing the Articles of a Merger in the office of the Secretary of State of the state of Idaho, required to complete the merger under the laws of the state of Idaho, whichever date is later.

DATED this 18 day of DEC, 1990.

SPENCE-MOORE INTERNATIONAL
TRADING CORPORATION

By: Robert H. Spence
Robert H. Spence
President

ATTEST:

Patricia A. Spence
Secretary

SPENCE CORPORATION

By: Robert H. Spence
Robert H. Spence,
President

ATTEST:

Patricia A. Spence
Patricia A. Spence,
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, Patty Bryant, a notary public, do hereby certify that on this 18
day of Dec, 1990, personally appeared before me ROBERT H. SPENCE, who
being by me first duly sworn, declared that he is the President of SPENCE-MOORE
INTERNATIONAL TRADING CORPORATION, that he signed the foregoing document
as President of the corporation, and that the statements therein contained are true.

Patty Bryant
Notary Public
Residing at: Boise, ID
Expiring at: 7-6-92

STATE OF IDAHO)
) ss.
County of Ada)

I, Patty Bryant, a notary public, do hereby certify that on this
18 day of Dec, 1990, personally appeared before me ROBERT H. SPENCE,
who being by me first duly sworn, declared that he is the President of SPENCE
CORPORATION, that he signed the foregoing document as President of the corporation,
and that the statements therein contained are true.

Patty Bryant
Notary Public
Residing at: Boise, ID
Expiring at: 7-6-92