

FILED EFFECTIVE

2004 MAY 25 AM 8:36  
STATE OF IDAHO

ARTICLES OF MERGER  
OF  
SLIMAN SHEEP CO., INC.  
INTO  
SLIMAN LAND AND LIVESTOCK, INC.

2003 DEC 31 AM 8:19

STATE OF IDAHO

Pursuant to Sections 30-1-1101 et. al. in the Idaho Code, the undersigned corporations execute the following articles of merger:

FIRST: The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are as follows:

<u>NAME OF CORPORATION</u>	<u>STATE</u>
SLIMAN LAND AND LIVESTOCK, INC.	IDAHO
SLIMAN SHEEP CO., INC.	IDAHO

SECOND: The registered agent shall be DAVID SLIMAN. The registered agent mailing address is 1642 B Hwy 46, Gooding, Idaho 83330.

THIRD: The name of the surviving corporation is SLIMAN LAND AND LIVESTOCK, INC., and the Articles of Incorporation of the surviving corporation are to be amended by virtue of the merger provided for in this Agreement by amending Article I of the Articles of Incorporation, as follows:

I. The name of the corporation is SLIMAN LAND AND LIVESTOCK, INC.

FOURTH: The mailing address of the corporation is 1642 B Hwy 46, Gooding, Idaho 83330.

FIFTH: The surviving corporation shall continue the purpose or purposes of SLIMAN LAND AND LIVESTOCK, INC., which includes, but is not limited to, the sale of livestock.

SIXTH: The attached plan of merger was approved by the affirmative vote of a majority of the directors present at a meeting of the SLIMAN SHEEP CO., INC. and by written action of the Board of Directors of SLIMAN LAND AND LIVESTOCK, INC.

IN WITNESS WHEREOF, the parties hereto have duly executed these Articles of Merger as of the date written above.

IDAHO SECRETARY OF STATE  
01/26/2004 05:00  
CK: 291 CT: 170045 BH: 723695  
1 @ 38.00 = 38.00 MERGER # 2

C50784

SLIMAN LAND AND LIVESTOCK, INC.  
SLIMAN SHEEP CO., INC.

By: David Slim  
David Sliman, President

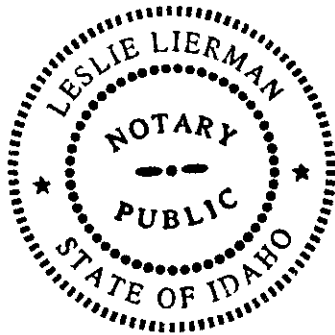
STATE OF IDAHO

County of ~~Twin Falls~~ GOODING

)  
) ss.  
)

On this 26th day of NOVEMBER, 2003, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVID SLIMAN, known to me to be the president of SLIMAN LAND AND LIVESTOCK, INC. and SLIMAN SHEEP, INC., whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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



Leslie Lierman  
NOTARY PUBLIC  
Residing in Kimberly  
Comm. Expires: 7-11-06

**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
SLIMAN SHEEP CO., INC. INTO  
SLIMAN LAND AND LIVESTOCK, INC.**

This AGREEMENT AND PLAN OF MERGER, is made as of this 10th day of November, 2003, between SLIMAN LAND AND LIVESTOCK, INC., an Idaho Corporation, hereinafter referred to as "Sliman Land" and SLIMAN SHEEP CO., INC., an Idaho Corporation, hereinafter referred to as "Sliman Sheep", and collectively referred to as "Corporations".

WITNESSETH:

WHEREAS, the Boards of Directors of the Corporations deem it advisable and in the best interest of the Corporations and their shareholders that Sliman Sheep Co., Inc. be merged into Sliman Land and Livestock, Inc. (the "Merger").

NOW THEREFORE, the Corporations hereby agree as follows:

1. The Merger shall be in accordance with Sections 30-1-1101 et. al. in the Idaho Code.
2. That the effective date hereof shall be November 30, 2003.
3. Upon the effective date, Sliman Sheep Co., Inc., shall be merged with an into Sliman Land and Livestock, Inc. and Sliman Land and Livestock, Inc. shall be the Surviving Corporation.
4. Upon the effective date, the separate existence of Sliman Sheep Co., Inc., shall cease and all of the property, rights, privileges, immunities and franchises of Sliman Sheep Co., Inc., and all of the property, real, personal and mixed, and all of the debts due on whatever account is Sliman Sheep Co., Inc., as well as all stock subscriptions and other causes in action belonging to Sliman Sheep Co., Inc., and the title to all real estate vested in Sliman Sheep Co., Inc., shall no revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation. The Surviving Corporation is responsible and liable for all the liabilities and obligations, including the rights and obligations under the agreements of Sliman Sheep Co., Inc. A claim by or against or a pending proceeding by or against Sliman Sheep may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of Sliman Sheep Co., Inc. Neither the rights of creditors nor any liens upon the property of Sliman Sheep Co., Inc., are impaired by the Merger.
5. From and after the effective date and until further amended in accordance with the Idaho Business Corporation Law, the Articles of Incorporation of Sliman Land and Livestock, Inc., in

effect immediately prior to the effective date shall be the Articles of Incorporation of the Surviving Corporation.

6. The directors and officers of Sliman Land, in office immediately prior to the effective date shall, from and after the effective date, be the directors and officers of the Surviving Corporation. Directors and officers will serve until their respective successors are duly appointed or elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

7. All of the outstanding shares of Sliman Sheep common stock are owned by Sliman Land. On the effective date, the shares of Sliman Sheep will not be converted into shares of the Surviving Corporation, but instead shall be canceled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.

8. All of the outstanding shares of Sliman Land common stock shall remain common stock of the Surviving Corporation and all rights in respect of such shares shall remain in full effect. On the effective date, all new shares issued going forward shall bear the name of SLIMAN LAND AND LIVESTOCK, INC.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of the date written above.

SLIMAN LAND AND LIVESTOCK, INC.

By: David Sliman  
President

SLIMAN SHEEP, INC.

By: David Sliman  
President

**SECRETARY'S CERTIFICATION**

I, CAROLYN SLIMAN, being the Secretary of both SLIMAN LAND AND LIVESTOCK, INC., an Idaho Corporation, and SLIMAN SHEEP, INC., and Idaho Corporation, pursuant to Idaho Statutes 30-1-1101 et. al. do hereby certify that the Boards of Directors of both corporations voted unanimously to approve and adopt the attached Agreement and Plan of Merger on this 26 day of November, 2003.

By: Carolyn Sliman  
CAROLYN SLIMAN, Secretary

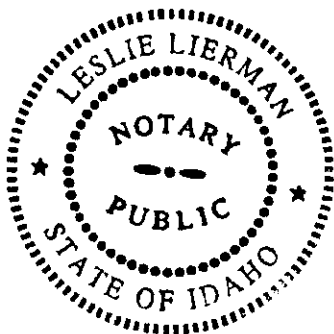
STATE OF IDAHO )

) ss.

County of ~~Twin Falls~~ GOODING )

On this 26th day of NOVEMBER, 2003, before me, the undersigned, a Notary Public in and for said State, personally appeared CAROLYN SLIMAN, known to me to be the secretary of SLIMAN LAND AND LIVESTOCK, INC. and SLIMAN SHEEP, INC., whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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



Leslie Lierman  
NOTARY PUBLIC  
Residing in Bembridge  
Comm. Expires: 7-11-06