

FILED

ORIGINAL

ARTICLES OF MERGER

The following Articles of Merger, adopted pursuant to Idaho Code §53-663, are submitted to the Idaho Secretary of State.

(a) The business entities known as Lemon Meringue, LLC, an Idaho limited liability Company, and Lemon Meringue, Inc., an Idaho corporation, shall merge pursuant to these articles.

(b) An Agreement of Merger has been approved and executed by each business entity which is a party to the merger. All shareholders in Lemon Meringue, Inc., have voted to approve the merger. All members and managers in Lemon Meringue, LLC have voted to approve the merger.

(c) The surviving business entity shall be Lemon Meringue, Inc. The Agreement of Merger provides for stock in Lemon Meringue, Inc., equal to 100% of all issued shares, to be exchanged for all outstanding ownership units of Lemon Meringue, LLC. The limited liability company will cease to exist upon approval of the merger.

(d) The effective date of merger shall be upon the filing of these Articles of Merger.

(e) The Agreement of Merger is on file at the place of business of the surviving business entity, Lemon Meringue, Inc., 367 Park Avenue, Idaho Falls, Idaho 83402.

(f) A copy of the agreement of merger will be furnished by the surviving business entity, on request and without cost, to any

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person holding an interest in any business entity which is to merge.

DATED this 24 day of May, 1998.

LEMON MERINGUE, LLC

LEMON MERINGUE, INC.

By: [Signature]
Its: Manager

By: [Signature]
Its: President

LIMITED LIABILITY COMPANY ACKNOWLEDGMENT

STATE OF IDAHO)
) ss
County of Bonneville)

On this 26 day of May, 1998, before me, the undersigned notary public, in and for the State of Idaho, personally appeared, Valerie Chessin, known to me to be a Manager of the company that executed the within instrument or the person who executed the foregoing instrument on behalf of said company, and acknowledged to me that such company executed the same.

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

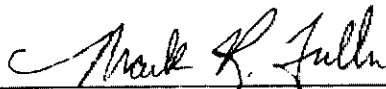
[Signature]
Notary public for Idaho
Residing at Idaho Falls
My commission expires: 06-09-2003

CORPORATE ACKNOWLEDGMENT

STATE OF IDAHO)
) ss
County of Bonneville)

On this 28 day of May, 1998, before me, the undersigned notary public, in and for the State of Idaho, personally appeared, Valerie Chessin, known to me to be the President of the corporation that executed the within instrument or the person who executed the foregoing instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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



Notary public for Idaho

Residing at Idaho Falls

My commission expires: 06-09-2003

MERGER AGREEMENT

AGREEMENT made May 20, 1998, between Lemon Meringue, LLC, a limited liability company organized and existing under the laws of the State of Idaho, having its principle place of business at 367 Park Avenue, Idaho Falls, Idaho 83402, and Lemon Meringue, Inc., a corporation organized in and existing under the laws of the State of Idaho, having its principle office and place of business at 367 Park Avenue, Idaho Falls, Idaho 83402.

RECITALS

I.

The total number of membership units which Lemon Meringue, LLC, is authorized to issue is One Hundred (100) units. Sixty (60) units are presently owned by Elizabeth Beck and forty (40) units are owned by Valerie Chessin.

II.

The total number of shares of stock which Lemon Meringue, Inc., is authorized to issue is One Thousand (1000) shares, with 0.00 par value, in a single common stock class, of which One Hundred (100) shares are presently outstanding, with sixty (60) units presently owned by Elizabeth Beck and forty (40) units owned by Valerie Chessin.

III.

The managers of Lemon Meringue, LLC and the board of directors of Lemon Meringue, Inc., deem it desirable and in the best interest of the limited liability company, its members, the corporation, and its shareholders, that Lemon Meringue, LLC, be merged into Lemon

JUL 13 AM 8:25
SECRETARY OF STATE
STATE OF IDAHO

Meringue, Inc.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, these business entities, pursuant to Idaho Code §53-661 et. seq., agree that Lemon Meringue, LLC shall be merged into Lemon Meringue, Inc., as a single business entity to be operated as a corporation; and the parties hereto agree to and prescribe to the following terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the units of Lemon Meringue, LLC into shares of Lemon Meringue, Inc., as follows:

SECTION I

LEMON MERINGUE, INC., TO BE SURVIVING BUSINESS ENTITY

Lemon Meringue, LLC shall be merged into Lemon Meringue, Inc., and the business entity existence of Lemon Meringue, LLC shall cease and the corporate existence of Lemon Meringue, Inc., shall continue under the name Lemon Meringue, Inc. Lemon Meringue, Inc., shall become the owner, without other transfer, of all of the rights and property of Lemon Meringue, LLC. Lemon Meringue, Inc., shall become subject to all of the debts and liabilities of the constituent corporation in the same manner as if Lemon Meringue, Inc., had itself incurred them.

SECTION II

PRINCIPLE OFFICE

The principle office of Lemon Meringue, Inc., shall remain the principle office of the corporation following this merger.

SECTION III

EFFECTIVE DATE

The Articles of Incorporation of Lemon Meringue, Inc., shall be effective upon the surviving business on the date of approval of the Articles of Merger by the Idaho Secretary of State's Office.

SECTION IV

BYLAWS

The present Bylaws of Lemon Meringue, Inc., in so far as not inconsistent with this Agreement of Merger, shall be the Bylaws of the corporation following the merger until altered, amended, or repealed as therein provided.

SECTION V

METHOD OF CONVERTING UNITS INTO SHARES

Immediately upon this Agreement of Merger becoming effective, the sixty (60) membership units owned by Elizabeth Beck and the forty (40) membership units owned by Valerie Chessin in Lemon Meringue, LLC, shall, without any other action on the part of the respective holder thereof, become and be converted into an equal number of shares of common stock of Lemon Meringue, Inc.

SECTION VI

EXTRAORDINARY TRANSACTIONS

Neither business entity shall, prior to the effective date of the merger, engage in any activity or transaction other than the ordinary course of business, except as contemplated by this agreement.

SECTION VII

SUBMISSION TO MEMBERS AND STOCKHOLDERS

This agreement shall be submitted to the members of Lemon Meringue, LLC, and to the stockholders of Lemon Meringue, Inc., as provided by applicable provisions of Idaho law and shall be effective only if unanimous approval for the adoption of this agreement is granted by the members of the LLC and the stockholders of the corporation.

IN WITNESS WHEREOF, the managers of Lemon Meringue, LLC, and the director of Lemon Meringue, Inc., have executed this agreement on the day and year first above written.

LEMON MERINGUE, LLC

By: [Signature]
Its: Manager

By: Elizabeth Beck
Its: Manager

LEMON MERINGUE, INC.

[Signature]
Director

Elizabeth Beck
Director