

FILED EFFECTIVE

2006 SEP 13 PM 3: 05

ARTICLES OF MERGER
OF
SECRETARY OF STATE
STATE OF IDAHO **STILWYN, INC., a California corporation**
WITH AND INTO
STILWYN MERGER, INC., an Idaho corporation

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of the Idaho Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto as **Exhibit A** and made a part hereof is the Agreement and Plan of Merger ("Agreement and Plan of Merger") for merging **STILWYN, INC., a California corporation** ("Disappearing Corporation") with and into **STILWYN MERGER, INC., an Idaho corporation** ("Surviving Corporation") as adopted by the Board of Directors and Shareholders of Disappearing Corporation and adopted by the Board of Directors of Surviving Corporation.

2. Surviving Corporation will continue its existence as the Surviving Corporation pursuant to the provisions of the Idaho Business Corporation Act. The Articles of Incorporation of Surviving Corporation in effect immediately prior to the Effective Time (as defined in the Agreement and Plan of Merger) shall be the Articles of Incorporation of Surviving Corporation except that Article 1 thereof, relating to the name of Surviving Corporation, is hereby amended and change so as to read as follows at the Effective Time:

"Article 1: The name of the corporation shall be: Stilwyn, Inc."

3. The principal terms of the Agreement and Plan of Merger were duly and unanimously approved by the Board of Directors of Surviving Corporation.


4. No Shareholder approval was required for Surviving Corporation as Surviving Corporation has not yet issued any shares of its stock.

5. The principal terms of the Agreement and Plan of Merger were duly and unanimously approved by the Board of Directors of Disappearing Corporation

6. There is only one authorized class of stock of Disappearing Corporation, and the number of shares issued and outstanding is 1,400 shares of common stock.

7. The principal terms of the Agreement and Plan of Merger were duly and unanimously approved by the holders of 100% of the issued and outstanding shares of the stock of Disappearing Corporation.

8. The merger of Disappearing Corporation with and into Surviving Corporation is permitted by the laws of the California and has been authorized in compliance with said laws.

IDAHO SECRETARY OF STATE 
09/13/2006 05:00
CK: 38647 CT: 1154 BH: 974988
1 @ 30.00 = 30.00 MERGER # 5
1 @ 20.00 = 20.00 EXPEDITE C # 6

C168755

IN WITNESS WHEREOF, the parties have executed this Articles of Merger as of
the 10th day of September, 2006.

STILWYN, INC., a California corporation

By: 
Robert M. Smelick, President and Secretary

STILWYN MERGER, INC., an Idaho corporation


By: 
Robert M. Smelick, President and Secretary

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER
OF
STILWYN, INC., a California corporation
WITH AND INTO
STILWYN MERGER, INC., an Idaho corporation**

This Agreement and Plan of Merger is dated as of the 10th day of September 2006 ("Merger Agreement"), by and between Stilwyn Merger, Inc., an Idaho corporation ("Surviving Corporation"), and Stilwyn, Inc., a California corporation ("Disappearing Corporation").

RECITALS

A. Disappearing Corporation is a corporation duly organized and existing under the laws of the State of California, having authorized capital stock of 10,000 shares of common stock of which 1,400 shares of common stock are presently issued and outstanding ("Disappearing Corporation Common Stock"). Disappearing Corporation is the disappearing corporation and the separate existence of Disappearing Corporation shall cease upon the effective date of the Merger.

B. Surviving Corporation is a corporation duly organized and existing under the laws of the State of Idaho, having authorized capital stock of 10,000 shares of common stock of which no shares of common stock are presently issued and outstanding ("Surviving Corporation Common Stock"). Surviving Corporation is the surviving corporation and shall continue its existence under its present name.

C. The Board of Directors and Shareholders of Disappearing Corporation and the Board of Directors of Surviving Corporation deem it advisable and in their mutual best interests that Disappearing Corporation be merged with and into Surviving Corporation (the "Merger").

D. The Board of Directors and Shareholders of Disappearing Corporation and the Board of Directors of Surviving Corporation have approved the Merger.

AGREEMENTS

The parties hereto hereby agree as follows:

1. Disappearing Corporation shall be merged with and into Surviving Corporation, and Surviving Corporation shall be the surviving corporation.

2. The Merger shall become effective at such time (the "Effective Time") as Articles of Merger, in substantially the form attached hereto as Exhibit A, shall be filed with the Idaho Secretary of State. Simultaneously therewith, this Merger Agreement and the Certificates of Approval of Disappearing Corporation and Surviving Corporation will be filed with the California Secretary of State pursuant to Section 1108(d)(3) of the Corporations Code of the State of California.

3. At the Effective Time of the Merger each share of the issued and outstanding shares of Disappearing Corporation Common Stock shall be converted automatically into one (1) share of Surviving Corporation Common Stock.

4. The conversion of Disappearing Corporation Common Stock into Surviving Corporation Common Stock as provided by this Merger Agreement shall occur automatically at the Effective Time of the Merger without action by the holders thereof. Each holder of Disappearing Corporation Common Stock shall thereupon be entitled to receive shares of Surviving Corporation Common Stock in accordance with this Merger Agreement.

5. At the Effective Time of the Merger, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall succeed, without other transfer, to all of the rights and properties of Disappearing Corporation and shall be subject to all the debts and liabilities thereof in the same manner as if Surviving Corporation had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of Disappearing Corporation shall be limited to the property affected thereby immediately prior to the Effective Time of the Merger.

6. This Merger Agreement is intended as a plan of reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

7. The Articles of Incorporation of Surviving Corporation in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation except that Article 1 thereof, relating to the name of the Surviving Corporation, is hereby amended and change so as to read as follows at the Effective Time:

"Article 1: The name of the corporation shall be: Stilwyn, Inc."

8. The Bylaws of Surviving Corporation in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation unless and until amended or repealed as provided by applicable law, the Articles of Incorporation of the Surviving Corporation and such Bylaws.

9. The directors and officers of Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation.

10. This Merger Agreement may be signed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one agreement.

11. This Merger Agreement may be amended by the parties hereto any time before or after approval hereof by the Shareholders of Disappearing Corporation, but, after such approval, no amendments shall be made which by law require the further approval of such Shareholders without obtaining such approval. This Merger Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

IN WITNESS WHEREOF, the parties have executed this Merger Agreement as of the date first written above.

STILWYN, INC., a California corporation

By: 
Robert M. Smelick, President and Secretary

STILWYN MERGER, INC., an Idaho corporation

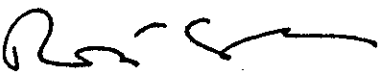
By: 
Robert M. Smelick, President and Secretary

EXHIBIT A
IDAHO ARTICLES OF MERGER