



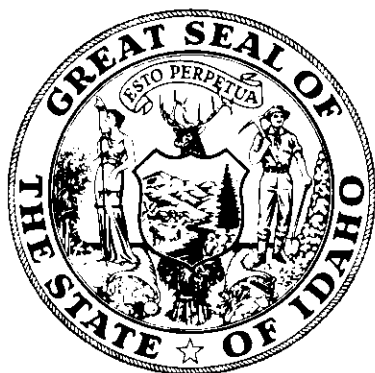
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of CMS, INC.

into WHITE CANE BAKERY, INC.,
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 January 4, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

STATUTORY MERGER AGREEMENTS
Plan and Agreement of Merger-Unrelated Corporations

Plan of Merger-Unrelated Corporation

CMS, INC

INTO

WHITE CANE BAKERY, INC

PLAN AND AGREEMENT OF MERGER (hereafter called "this agreement"), dated as of *January 4, 1988* by and between White Cane Bakery, Inc., an Idaho corporation (hereafter called "White Cane Bakery, Inc.") and CMS, Inc., an Idaho corporation (hereafter called "CMS, Inc.", said corporations being hereafter sometimes collectively referred to as the "Constituent Corporations"),

Whereas, White Cane Bakery Inc. is a corporation duly organized and existing under the laws of the State of Idaho, having been incorporated on June 7, 1984 under the name White Cane Bakery Inc. and CMS Inc is a corporation duly organized and existing under the laws of the State of Idaho, having been incorporated on December 17, 1985 under that name; and

Whereas, the authorized capital stock of White Cane Bakery Inc. consists of 100 shares of Common Stock, par value \$10 per share; and

Whereas, the authorized capital stock of CMS Inc. consists of 10 shares of Common Stock, par value \$10 per share; and

Whereas, the Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their respective shareholders that the Constituent Corporations merge into a single corporation pursuant to this Agreement, and the Constituent Corporations respectively desire to merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of Idaho;

Now, therefore, in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of Idaho, that the Constituent Corporations shall all be merged into a single corporation, to wit: White Cane Bakery Inc., an Idaho corporation, which shall be the corporation surviving the merger (said corporation hereafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereafter set forth:

ARTICLE I

Effective Time of the Merger

At the effective time of the Merger, the separate existence of CMS Inc. shall cease and CMS Inc. shall be merged into the Surviving Corporation. Consummation of this Agreement shall be effected on the date on which a Certificate of Merger is filed in the office of the Department of State of the State of Idaho and such Certificate of Merger and this Agreement are filed in the office of the Secretary of State of the State of Idaho and thereto, after satisfaction of the respective requirements of the applicable laws of said states prerequisite to such filings.

ARTICLE II

Governing Law; Certificate of Incorporation

The laws which are to govern the Surviving Corporation are the laws of the State of Idaho. The Certificate of Incorporation of White Cane Bakery Inc., as heretofore amended, shall, at the effective time of the Merger, be amended to the extent set forth in the Certificate of Merger hereto, and as so amended shall remain in effect thereafter until the same shall be further amended or altered in accordance with the provisions thereof.

ARTICLE III

Unanimous Vote of Shareholders

All shares of stock in White Cane Bakery Inc. are owned by one individual who casts all votes in the affirmative in favor of this Merger. All shares of stock in CMS Inc. are owned by one individual who, likewise, votes in favor of the Merger.

ARTICLE IV

By-laws

The By-Laws of White Cane Bakery Inc. at the effective time of the Merger shall be the By-Laws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE V

Directors and Officers

The Directors of White Cane Bakery Inc. at the effective time of the Merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the By-Laws of the Surviving Corporation, the officers of White Cane Bakery at the

effective time of the Merger shall be the officers of the Surviving Corporation.

ARTICLE VI

Conversion of Shares in the Merger

The mode of carrying into effect the Merger provided in this Agreement, and the manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation are as follows:

1. White Cane Bakery Inc.'s Common Stock. All of the Common stock of White Cane Bakery Inc. shall remain issued Common Stock after the Merger. In addition, all of the Common Stock of CMS Inc shall become issued Common Stock of White Cane Bakery Inc. at the time of the Merger.

2. Surrender of Cms Inc. Certificates. As soon as practicable after the Merger becomes effective, the stock certificates representing Common Stock of CMS Inc. at the time the Merger becomes effective shall be surrendered for exchange to the Surviving Corporation as above provided.

ARTICLE VII

EFFECT OF THE MERGER

At the effective time of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all the rights, privileges, immunities, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of said Constituent Corporations on whatever account, as well as for all other things in action or belonging to each said corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Respective Constituent Corporations.

ARTICLE VIII

Accounting Matters

The assets and liabilities of the Constituent Corporations as at the effective time of the merger, shall be taken up on the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations.

ARTICLE IX

CMS Inc.'s Representations and Warranties

CMS Inc. represents and warrants to Whs to White Cane Bakery Inc. as follows:

1. Organization, etc. Cms Inc. is a corporation duly organized, validly existing and in good standing under the laws of the State of Idaho. Cms Inc. has corporate power to carry on its business as it is now being conducted and is qualified to do business in every jurisdiction in which the character and location of the assets owned by it or the nature of the business transacted by it require qualification.

2. Capitalization. Cms Inc.'s capitalization consists of 10 authorized shares of Common Stock.

3. CMS Inc. Records in Order. CMS Inc. hereby affirms and asserts that all of its records-including financial statements-which have been and are being delivered to White Cane Bakery Inc. before and on the date of Merger are correct and complete.

4. Material contracts. CMS Inc is not in default in any material respect under the terms of any material outstanding contract, agreement, lease, or other commitment.

5. No conflict with other instruments. At the effective time of the Merger, the consummation of the transactions contemplated by this Plan will not result in the breach of any term or provision of or constitute a default under any indenture, mortgage, deed of trust or other material agreement or instrument to which CMS Inc. is a party.

6. Governmental authorizations. CMS Inc. has all licenses, franchises, permits and other governmental authorizations are valid and sufficient for all businesses presently carried on by CMS Inc.

ARTICLE X

White Cane Bakery Inc.'s Representations and Warranties

White Cane Bakery Inc. represents and warrants to CMS Inc. as follows:

1. Organizations. White Cane Bakery Inc. is a corporation duly organized, validly existing and in good standing under the laws of the State of Idaho. White Cane Bakery Inc. has corporate power to carry on its business as it is now being conducted and is qualified to do business in every jurisdiction in which the character and location of the assets owned by it or the nature of the business transacted by it require qualification.

2. Capitalization. White Cane Bakery Inc.'s capitalization consists of 100 authorized shares of Common Stock.

3. Financial Statements. White Cane Bakery Inc. has delivered to CMS Inc. copies of its consolidated balance sheets, which are up to date as of date of Merger.

4. Litigation and Proceedings. There is no suit, action or legal or administrative proceeding pending, or to the knowledge of White Cane Bakery Inc. threatened, which, if adversely determined, might materially and adversely affect the financial condition of White Cane Bakery Inc. and its consolidated subsidiaries or the conduct of

their businesses nor is there any decree, injunction or order of any court, governmental department or agency outstanding White Cane Bakery Inc.

5. Material Contracts. White Cane Bakery Inc. is not in default in any material respect under the terms of any material outstanding contract, agreement, lease or other commitment.

6. No Conflict with Other Instruments. At the effective time of the Merger, the consummation of the transactions contemplated by this Plan will not result in the breach of any term or provision of or constitute a default under any indenture, mortgage, deed of trust or other material agreement or instrument to which White Cane Bakery Inc. is a party.

7. Governmental Authorizations. White Cane Bakery Inc. has all licenses, franchises, permits and other governmental authorizations are valid and sufficient for all business presently carried on by White Cane Bakery Inc.

ARTICLE XI

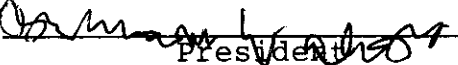
Survivor Corporation Name Change


At the time of the Merger White Cane Bakery Inc. shall change its name to CMS Inc. and shall operate henceforth under this name.

The Board of Directors and Officers of the Corporation that was formerly CMS Inc. and is being Merged into White Cane Bakery Inc. are aware of and agreeable to the plan for White Cane Bakery Inc. to change its name to CMS Inc. at or after the time of the Merger.

The Board of Directors and the Officers of White Cane Bakery Inc. have discussed, reviewed, and approved the Merger and the Articles of Merger. The President and Secretary or Assistant Secretary of White Cane Bakery Inc. verify that board members and share holders voted unanimously to merg CMS Inc. into White Cane Bakery Inc. and to change the name of the survivor corporation to CMS Inc.

White Cane Bakery Inc.

BY 
President

BY 
Secretary or Asst. Secretary

STATE OF IDAHO }
COUNTY OF Ada } SS

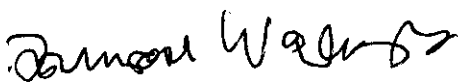
I, Ann Torrey, a notary public, do hereby
certify that on this 4th day of Jan., 19 88,
personally appeared before me Ramona Walhof, who, being by me
first duly sworn, declared that ^{she} ~~he~~ is the President of
White Pine Bakery, Inc.,
that he signed the foregoing document as President of
the corporation, and that the statements therein contained are true.

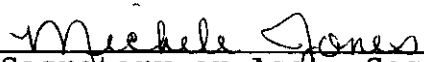
(Notarial Seal)

Ann Torrey
Notary Public for Idaho
Residing at: Coise, Id.
My Commission Expires: 3-14-1992

The Board of Directors and the Officers of White Cane Bakery Inc. have discussed, reviewed, and approved the Merger and the Articles of Merger. The President and Secretary or Assistant Secretary of White Cane Bakery Inc. verify that board members and share holders voted unanimously to merge CMS Inc. into White Cane Bakery Inc. and to change the name of the survivor corporation to CMS Inc.

White Cane Bakery Inc.

By 
President

By 
Secretary or Asst. Secretary

STATE OF IDAHO }
COUNTY OF Ada } SS

I, Ann Toney, a notary public, do hereby
certify that on this 4th day of Jan., 1988,
personally appeared before me Romona Walhof, who, being by me
first duly sworn, declared that ^{she} ~~he~~ is the President of
CMS Inc,
that he signed the foregoing document as President of
the corporation, and that the statements therein contained are true.

(Notarial Seal)

Ann Toney
Notary Public for Idaho
Residing at: Basie ID
My Commission Expires: 3-14-1992