

State of Idaho

Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

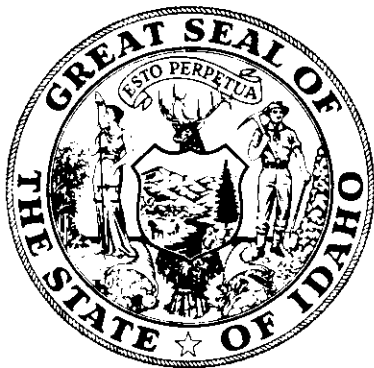
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of R & J, INC.

into D AND B SUPPLY COMPANY, 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 29, 19 88.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

JAN 29 2 23 PM '88
SECRETARY OF STATE

ARTICLES OF MERGER

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Pursuant to the provisions of Section 30-1-71 through 30-1-81 of the Idaho Code, as amended, the undersigned corporations have adopted the following Articles of Merger for the purpose of combining the undersigned corporations:

The following plan and agreement of merger was approved by the common stockholders of each of the undersigned corporations in the manner prescribed by statute:

"PLAN AND AGREEMENT OF MERGER"

THIS PLAN AND AGREEMENT OF MERGER dated this 14th day of October, 1987, between D & B SUPPLY COMPANY, INC., hereinafter sometimes called the surviving corporation, and R & J, INC., hereinafter sometimes called the absorbed corporation.

RECITALS

A. D & B Supply Company, Inc., is a corporation duly organized and existing under the laws of the State of Idaho, with its principal place of business located at 3816 Cleveland Boulevard, Caldwell, Canyon County, Idaho.

B. D & B Supply Company, Inc., has a capitalization of \$50,000.00, consisting of 500 authorized shares of common capital stock having a par value of One Hundred and no/100 Dollars (\$100.00) per share, of which 321.5 shares are issued and outstanding.

C. R & J, Inc., is a corporation duly organized and existing under the laws of the State of Idaho, with its principal place of business located at 3816 Cleveland Boulevard, Caldwell, Canyon County, Idaho.

D. R & J, Inc., has no stated capitalization, but has authorization for 100,000 shares of common capital stock of no par value, of which 2,000 are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best interests of the

corporations and their shareholders that R & J, Inc., be merged into D & B Supply Company, Inc., in accordance with the applicable provisions of Sections 30-1-71 through 30-1-81 of the Idaho Code, as amended.

SECTION ONE

MERGER

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

R & J, Inc., shall merge with and into D & B Supply Company, Inc., which shall be the surviving corporation.

SECTION TWO

TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION THREE

CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the common capital stock of the absorbed corporation issued and outstanding on the effective date of the merger shall be converted into 1/20th of a share of the common capital stock of the surviving corporation, which shares of the common capital stock of the surviving corporation shall thereupon be issued and outstanding.

(b) After the effective date of the merger, each holder of the certificates for the shares of the common capital

stock in the absorbed corporation shall surrender them to the surviving corporation, or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificate, the surviving corporation shall issue and exchange therefor certificates for shares of the common capital stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

SECTION FOUR

ARTICLES OF INCORPORATION

The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE

BY-LAWS

The by-laws of the surviving corporation shall continue to be its by-laws following the effective date of the merger.

SECTION SIX

DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the fully unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN

REGISTERED AGENT

The registered agent of the surviving corporation on the effective date of the merger shall continue as the registered agent of the surviving corporation.

SECTION EIGHT

LIMITATIONS ON BUSINESS ACTIVITIES

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or

transaction other than in the ordinary course of business, and to take all necessary actions appropriate to consummate this merger.

SECTION NINE

APPROVAL OF SHAREHOLDERS

With reference to the common capital stock of each of the constituent corporations, that the stockholders of each corporation have approved the plan and agreement of merger.

SECTION TEN

EFFECTIVE DATE

The effective date of this merger shall be the 31st day of January, 1988.

SECTION ELEVEN

ABANDONMENT OF MERGER

This agreement of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date of the merger.

SECTION TWELVE

EXECUTION OF AGREEMENT

This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first above written.

D & B SUPPLY COMPANY, INC.

By /s/ John W. Murdoch
Its President

ATTEST:

/s/ Richard J. Schrandt
Its Secretary

Surviving Corporation

R & J, INC.

By /s/ John W. Murdoch
Its President

ATTEST:

/s/ Richard J. Schrandt
Its Secretary

Absorbed Corporation"

As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>DESIGNATION OF CLASS</u>
D & B Supply Company, Inc.	321.5	Common
R & J, Inc.	2,000	Common

As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>
D & B Supply Company, Inc.	321.5	-0-
R & J, Inc.	2,000	-0-

Dated this 23rd day of November, 1987.

D & B SUPPLY COMPANY, INC.

By *John W. Murdoch*
Its President

ATTEST:

Richard J. Schrandt
Its Secretary

R & J, INC.

By *John W. Murdoch*
Its President

ATTEST:

Richard J. Schrandt
Its Secretary

STATE OF IDAHO)
) ss.
County of Canyon)

On this 23rd day of November, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN W. MURDOCH and RICHARD J. SCHRANDT, known to me to be the President and Secretary, respectively, D & B Supply Company, Inc., the corporation that executed this instrument or the persons who executed the 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 in this certificate first above written.

Wm. J. Manning, Jr.
Notary Public for Idaho
Residing at Caldwell, Idaho

STATE OF IDAHO)
) ss.
County of Canyon)

On this 23rd day of November, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN W. MURDOCH and RICHARD J. SCHRANDT, known to me to be the President and Secretary, respectively, R & J, Inc., the corporation that executed this instrument or the persons who executed the 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 in this certificate first above written.



Notary Public for Idaho
Residing at Caldwell, Idaho

STATE OF IDAHO)
) ss.
County of Canyon)

I, the undersigned, a notary public, do hereby certify that on this 23rd day of November, 1987, personally appeared before me, JOHN W. MURDOCH, who being by me first duly sworn, declared that he is the President of D & B Supply Company, Inc. and the President of R & J, Inc.; that he signed the foregoing documents as President of both corporations, and that the statements therein contained are true.



Notary Public for Idaho
Residing at Caldwell, Idaho
My Commission Expires: 5-15-92