

102415

State of Idaho

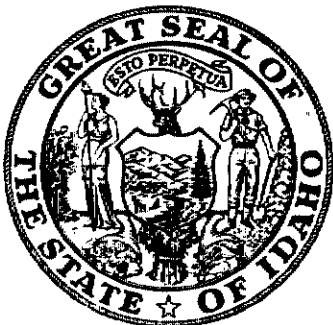
Department of State

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 DIAMOND MACHINING, INC., an Idaho corporation, into DIAMOND Z TRAILER, INC., an Idaho corporation, duly executed 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: July 5, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley J. Clark

RECEIVED
SEC. OF STATE

95 JUL 5 PM 4 46
ARTICLES OF MERGER OF DIAMOND MACHINING, INC.
INTO DIAMOND Z TRAILER, INC.

DIAMOND Z TRAILER, INC., dba DIAMOND Z MANUFACTURING, INC., a corporation organized under the law of the State of Idaho (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging DIAMOND MACHINING, INC., a corporation organized under the law of the State of Idaho (the "Merging Corporation"), with and into the Surviving Corporation, adopted by their respective boards of directors on the 28th day of February, 1995.

The following plan of merger was duly approved in the manner prescribed by law by the shareholders of each of the corporations participating in the Merger:

1. Corporations Participating in Merger. DIAMOND MACHINING, INC. will merge with and into DIAMOND Z TRAILER, INC., which shall be the surviving corporation.

2. Name of Surviving Corporation. After the Merger, the Surviving Corporation will retain the name DIAMOND Z TRAILER, INC., dba DIAMOND Z MANUFACTURING, INC.

3. Merger. The merger of the Merging Corporation with and into the Surviving Corporation will be affected pursuant to the terms and conditions of this plan. Upon the merger's becoming effective, the corporate existence of the

IDAH0 SECRETARY OF STATE

19950522 0900 91412 2

CK #: 16927 CUST# 15675

CORP

1@ 30.00= 30.00

Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the Merger becomes effective is hereinafter referred to as the "Effective Time."

4. Conversion of Shares. At the Effective Time, each issued and outstanding share of Merging Corporation shall be tendered to Surviving Corporation, which shall convert every one thousand such shares into one share of Surviving Corporation and issue the same to the shareholders of Target Corporation according to their proportionate interests in Target Corporation immediately prior to the Effective Time.

5. Amendments to Articles of Incorporation. The Articles of Incorporation of Surviving Corporation in effect as of the Effective Time shall remain the Articles of Incorporation without amendment.

6. Shareholders' Vote. There is one class of shares of Surviving Corporation entitled to vote on the merger, with 100 total number of shares outstanding. There is one class of shares of Merging Corporation entitled to vote on the merger with 10,000 total number of shares outstanding. All shares of both corporations have voted and approved of the merger.

7. Effective Date of Merger. The Merger will become effective upon filing of this plan.

This the 30th day of June, 1995.

DIAMOND Z TRAILER, INC.

By Robert L. Marshall
Its President

By Attne A. Paul
Its Secretary

DIAMOND MACHINING, INC.

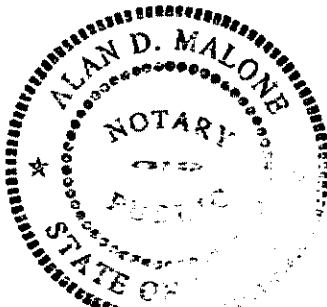
By John D. John
Its President

By [Signature]
Its Secretary

STATE OF IDAHO)
) ss.
County of Canyon)

On this 30th day of June, 1995,
before me a Notary Public for the State of Idaho, personally
appeared Robert Marshall known or identified to
me to be the President of the corporation that
executed the instrument or the person who executed the
instrument on behalf of said corporation, and acknowledged
to me that such corporation executed the same.

*SEAL



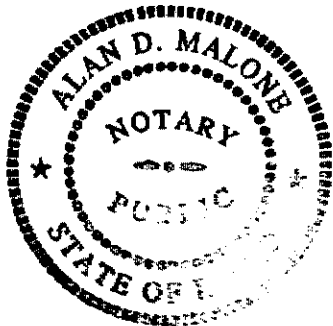
Alan D. Malone
NOTARY PUBLIC FOR IDAHO
Residence: Meridian, ID
My commission expires: 4-13-2003

STATE OF IDAHO)


County of Canyon)

SS.

On this 30th day of June, 1995,
before me a Notary Public for the State of Idaho, personally
appeared Kathi Zehr known or identified to
me to be the President of the corporation that
executed the instrument or the person who executed the
instrument on behalf of said corporation, and acknowledged
to me that such corporation executed the same.



*SEAL


NOTARY PUBLIC FOR IDAHO
Residence: Meridian, ID
My commission expires: 4-13-2003