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MAR 17 4 26 PM '99

**ARTICLES OF MERGER
OF
FM IDAHO CO.
(an Idaho stock corporation)
INTO
FM IDAHO CO., LLC
(an Idaho limited liability company)**

IDAHO SECRETARY OF STATE
03/18/1999 09:00
D: 3813 CT: 2622 MH: 19814
10 30 - 30 MERGER #2
C 114852

These Articles of Merger are executed by the undersigned pursuant to Section 31-1-1105 of the Idaho Business Corporation Act (the "IBCA") and Section 53-661 of the Idaho Limited Liability Company Act:

ARTICLE I

FM Idaho Co. an Idaho corporation, will be the nonsurviving corporation.

ARTICLE II

FM Idaho Co., LLC, an Idaho limited liability company, will be the surviving company, and will continue to operate under that name.

ARTICLE III

The Agreement and Plan of Merger (the "Plan"), attached hereto as Exhibit A and incorporated herein by reference, was adopted by the Board of Directors of FM Idaho Co. and the members of FM Idaho Co., LLC.

ARTICLE IV

The Plan is on file at FM Idaho Co., LLC's place of business at 274 Kay Drive, Twin Falls, Idaho 83303. A copy of the Plan will be furnished on request and without cost by FM Idaho Co., LLC to any person holding an interest in FM Idaho Co., LLC or FM Idaho Co.

ARTICLE V

The Plan was approved by the shareholders of FM Idaho Co. in accordance with Section 30-1-1103 of the IBCA.

ARTICLE VI

The designation and number of outstanding shares of each class of capital stock of FM Idaho Co. entitled to vote on the Plan as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	two (2)

ARTICLE VII

The number of shares of common stock of FM Idaho Co. voted for the Plan was two (2); and the number of shares voted against such amendment was zero (0).

ARTICLE VIII

The Plan was approved by unanimous agreement of the members of FM Idaho Co., LLC in accordance with Section 53-662 of the Idaho Limited Liability Company Act.

ARTICLE IX

These Articles of Merger shall be effective at 5:00 p.m. (mountain time zone) on the date they are filed with the Secretary of State of Idaho.

IN WITNESS WHEREOF, the undersigned manager of FM Idaho Co., LLC and officers of FM Idaho Co. have executed these Articles of Merger this 17 day of March, 1999.

FM IDAHO CO., LLC

By: Wendell M. Starke
Name: Wendell M. Starke
Title: Manager

FM IDAHO CO.

By: Wendell M. Starke
Name: Wendell M. Starke
Title: Chairman