

ARTICLES OF MERGER

99 MAR 16 AM 8:30

SECRETARY OF STATE  
STATE OF IDAHO

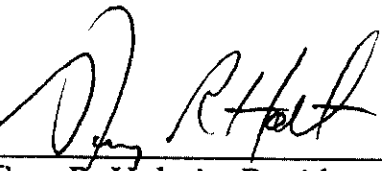
Articles of Merger of Holt Enterprises, Inc., an Idaho Corporation and Emerald Homes Inc., an Idaho Corporation, were duly adopted by these respective corporations according to a Plan of Merger dated December 20, 1998. The terms of this merger are as follows:

1. The Plan of Merger is described on Exhibit "A" attached.
2. The shareholders of each respective Corporation have voted their approval of the Merger as required by Idaho Code Section 30-1-73.
3. The registered agent for the surviving Corporation, Emerald Homes Inc., shall be Gary R. Holt, whose address is 1153 East Basenjii, Meridian, Id 83642; and, the Registered Office of the surviving corporation, Emerald Homes, Inc., is 1224 1st Street South, Suite 307, Nampa, Idaho, 83651.

Dated this 7 day of January, 1999

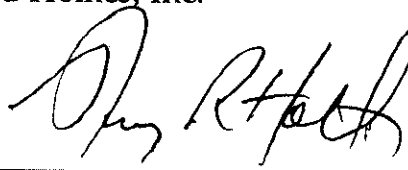
Holt Enterprises, Inc.

By:

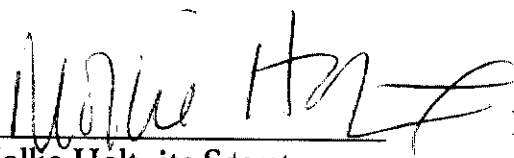
  
Gary R. Holt, its President

Emerald Homes, Inc.

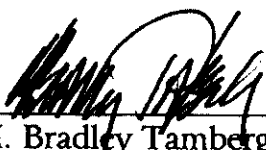
By:

  
Gary R. Holt, its President

By:

  
Mollie Holt, its Secretary

By:

  
M. Bradley Tamberg

IDAHO SECRETARY OF STATE

03/16/1999 09:00  
CK: 5020 CT: 111902 BH: 197456

1 @ 30.00 = 30.00 MERGER # 2

C101463

## PLAN OF MERGER

Emerald Homes, Inc., an Idaho corporation, and Holt Enterprises, Inc., an Idaho Corporation, by and through their respective board of directors, do hereby resolve to effect the following plan of merger:

1. Holt Enterprises, Inc. shall merge into Emerald Homes, Inc. and Emerald Homes, Inc. shall become the surviving corporation.

2. All of the assets of Holt Enterprises, Inc. shall be transferred to Emerald Homes, Inc. Emerald Homes, Inc., shall assume all of the liabilities of Holt Enterprises, Inc. Emerald Homes, Inc., shall not be required pay any "boot" or consideration to Holt Enterprises' shareholders for the transfer of Holt Enterprises' assets or net worth, it being understood that the shareholders intend to re-distribute stock in Emerald Homes, Inc. in a manner to equitably adjust for the owner's equity or lack of owner's equity in Holt Enterprises.

3. The current shareholders of Emerald Homes, Inc. shall return their certificate of stock to the transfer agent of Emerald Homes, Inc., who shall cancel those certificates. The transfer agent shall then issue new certificates as follows:

- (a) To M. Bradley Tanberg, a certificate representing 400 shares;
- (b) To Gary R. Holt, a certificate representing 400 shares;
- (c) To Raymond F. Holt, a certificate representing 200 shares.


All shares issued shall be common stock with cumulative voting privileges.

4. The directors do not propose any changes to the Articles of Incorporation of Emerald Homes, Inc.

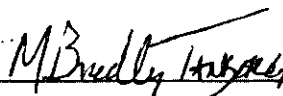
DATED this 20 day of December, 1998.


HOLT ENTERPRISES, INC.

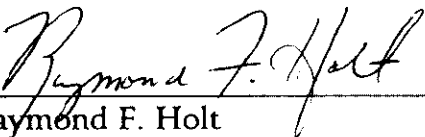
By   
Gary R. Holt  
Its Director

By   
Raymond F. Holt  
Its Director

EMERALD HOMES, INC.

By   
Its Director

By   
Gary R. Hold  
Its Director

By   
Raymond F. Holt  
Its Director

## ADDENDUM A

To Articles of Merger and Plan of Merger between  
Emerald Homes, Inc. and Holt Enterprises Inc.

### VOTING RECORD

#### Emerald Homes, Inc.

Number of Outstanding Shares:	850
Shares voting to approve merger:	850
Shares voting against merger:	0

#### Holt Enterprises, Inc.

Number of Outstanding Shares:	500
Shares voting to approve merger:	500
Shares voting against merger:	0