

FILED

# ARTICLES OF MERGER

Oct 20 10:31 AM '98

Pursuant to the provisions of Section 30-1-1105 and Section 30-1-1107 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The name of the surviving corporation in the merger is CWP West Corp., a corporation organized and existing under the laws of the state of Delaware.
2. The Plan of Merger is as follows: Agreement of Merger is attached.
3. The Plan of Merger was adopted by the constituent corporations in the following manner:
  - (a) The Plan was approved by resolution adopted by the board of directors of each constituent corporation.
  - (b) As to the approval of the Plan by the shareholders of CWP West Corp., all of the issued and outstanding shares of each of the constituent corporations voted in favor of the merger.
4. CWP West Corp. Has complied with the applicable provisions of the laws of the state of Delaware under which it is incorporated, and this merger is permitted by such laws.

Dated: October 20, 1998

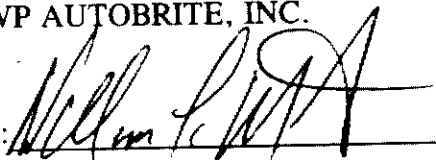
CWP WEST CORP.

By: 

Printed Name: Clifford W. Brown

Title: CEO

CWP AUTOBRITE, INC.

By: 

Printed Name: William Martin

Title: President

IDAHO SECRETARY OF STATE  
10/29/1998 09:00  
OK: 105070395 CT: 3590 BH: 157257  
10 30.00 - 30.00 MERGER # 2

C118458

## AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 20<sup>th</sup> day of October, 1998, pursuant to Section 252 of the General Corporation Law of Delaware, between CWP West Corp., a Delaware corporation ("CWP West") and CWP Autobrite, Inc., an Idaho corporation ("CWP Autobrite").

### WITNESSETH

WHEREAS, each of the constituent corporations desire to merge into a single corporation.

NOW THEREFORE, in consideration of the mutual covenants, agreement and provisions hereinafter contained, the parties hereto hereby as follows:

1. CWP Autobrite shall be and hereby is merged with and into CWP West, with CWP West as the surviving corporation.
2. The Certificate of Incorporation of CWP West, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.
3. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:
  - (a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
  - (b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be changed and converted into one (1) share of common stock of the surviving corporation.
  - (c) After the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of CWP Autobrite shall surrender the same to the CWP West and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of CWP West on the basis provided herein. Until so surrendered, the outstanding shares of the stock of CWP Autobrite to be converted into the stock of CWP West as

provided herein, may be treated by CWP West for all corporation purposes as evidencing the ownership of shares of CWP West as though said surrender and exchange has taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of CWP Autobrite shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of CWP West on the basis provided herein.

4. The terms and conditions of the merger are as follows:

(a) the bylaws of CWP West as they shall exist on the effective date of this merger shall be and remain the bylaws of CWP West until the same shall be altered, amended or repealed as therein provided.

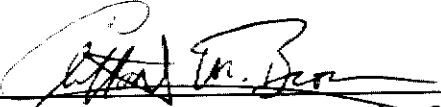
(b) The directors and officers of CWP West shall continue in office until the next annual meeting of stockholders and until their successors shall have elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. [However, for all accounting purposes the effective date of the merger shall be as of the close of business on September 30, 1998.]

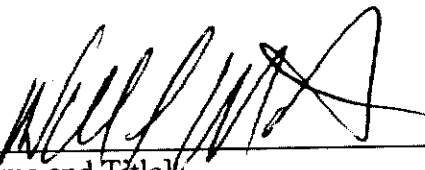
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of CWP Autobrite shall be transferred to, vested in, and devolve upon, CWP West without further act or deed and all property, rights, and every other interest of CWP West and CWP Autobrite shall be as effectively the property of CWP West as they were of CWP West and CWP Autobrite respectively. CWP Autobrite hereby agrees from time to time, as and when requested by CWP West or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as CWP West may deem necessary or desirable in order to vest in and conform to CWP West title to and possession of any property of CWP Autobrite acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of CWP Autobrite and the proper officers and directors of CWP West are fully authorized in the name of CWP Autobrite or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the CEO / President of each party hereto as the respective act, deed and agreement of each of said corporations, on this 20<sup>th</sup> day of October, 1998.

CWP WEST CORP.

By:   
Clifford M. Brown, Chief Executive Officer

CWP AUTOBRITE, INC.

By:   
[Name and Title]  
William Martin  
President

I, James Peck, Secretary of CWP West Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of CWP Autobrite, Inc., a corporation of the State of Idaho, was duly adopted pursuant to section 228 of the General Corporation Law of Delaware by the unanimous written consent of the stockholders holding all issued and outstanding shares of stock having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said CWP West Corp., and duly adopted agreement and act of the said corporation.

WITNESS my hand on this 20<sup>th</sup> day of October, 1998.

  
James Peck, Secretary

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