

State of Idaho

Department of State.

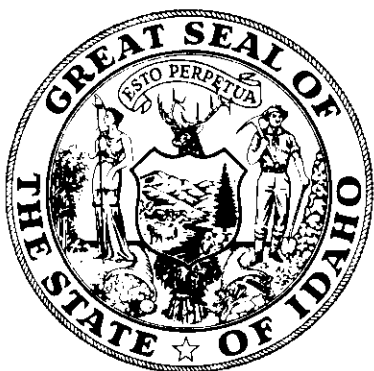
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____
CHAPELLE USA, INC., an Idaho corporation,

into J. CORTABITARTE, INC., an Idaho corporation,
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 July 7, 19 88.



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Clark
Corporation Clerk

ARTICLES OF MERGER OF CHAPELLE USA, INC.

JUL 7 3 20 PM '88

INTO J. CORTABITARTE, INC.

SECRETARY OF STATE

These Articles of Merger are adopted effective this 30th day of June, 1988, between CHAPELLE USA, INC., and J. CORTABITARTE, INC.

FIRST: The plan of merger is set forth in Exhibit "A" attached hereto and by reference incorporated herein.

SECOND: A vote of shareholders is not required by virtue of subsection (d) of section 30-1-73, Idaho Code.

THIRD: There were 2700 shares of common stock of Chapelle USA, Inc., outstanding immediately prior to the merger and 1,000 shares of common stock of J. Cortabitarte, Inc., outstanding immediately prior to the merger.

FOURTH: All of the shareholders of each corporation approved the merger.

DATED this 30 day of June, 1988.

CHAPELLE USA, INC.

By:

Jack G. Cortabitarte
Jack G. Cortabitarte, President

ATTEST:

Belinda Cortabitarte
Secretary

J. CORTABITARTE, INC.

By:

Jack G. Cortabitarte
Jack G. Cortabitarte, President

ATTEST:

Belinda Cortabitarte
Belinda Cortabitarte,
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, MARTINA K. STRUCK, a notary public, do hereby certify that on this 30th day of June, 1988, personally appeared before me Jack G. Cortabitarte, who, being by me first duly sworn, declared that he is the president of Chapelle USA, Inc., that he signed the foregoing document as president of said corporation and that the statements therein contained are true.

Martina K. Struck
Notary Public for Idaho
Residing at Bose
My Commission Expires 10/6/93

STATE OF IDAHO)
) ss.
County of Ada)

I, MARTINA K. STRUCK, a notary public, do hereby certify that on this 30th day of June, 1988, personally appeared before me Jack G. Cortabitarte, who, being by me first duly sworn, declared that he is the president of J. Cortabitarte, Inc., that he signed the foregoing document as president of said corporation and that the statements therein contained are true.

Martina K. Struck
Notary Public for Idaho
Residing at Bose
My Commission Expires 10/6/93

1 AGREEMENT OF MERGER OF CHAPELLE USA, INC.

2 INTO J. CORTABITARTE, INC.

3 THIS AGREEMENT OF MERGER is entered into effective June 30,
4 1988, between CHAPELLE USA, INC., an Idaho corporation (herein-
5 after referred to as "Chapelle"), and J. CORTABITARTE, INC., an
6 Idaho corporation (hereinafter referred to as "Cortabitarte").

7 The boards of directors of Chapelle and Cortabitarte,
8 respectively, deem it desirable and in the best interest of the
9 corporations and their shareholders that Chapelle be merged into
10 Cortabitarte, and the corporations respectively, desire that they
11 so merge under and pursuant to the laws of the State of Idaho.

12 NOW, THEREFORE, in consideration of the premises and the
13 mutual covenants and agreements herein set forth and for the
14 purpose of prescribing the terms and conditions of such merger,
15 the parties hereto covenant and agree as follows:

16 1. MERGER: Chapelle shall be merged into Cortabitarte.

17 2. TERMS OF MERGER: The terms of the merger are:

18 2.01 This merger shall be in accordance with the
19 statutory procedures set forth in Idaho Code Section 30-1-71,
20 et. seq.

21 2.02 Cortabitarte shall be the surviving corporation and
22 the corporate entity, existence, purposes, powers, fran-
23 chises, rights and immunities of Cortabitarte shall continue
24 unaffected and unimpaired by the merger. The Articles of
25 Incorporation and the By-Laws of Cortabitarte shall remain in
26 effect and unaltered as the Articles of Incorporation and the

1 By-Laws of the surviving corporation, and the duly qualified
2 and acting officers and directors of Cortabitarte immediately
3 prior to the time when the merger becomes effective, as
4 provided in paragraph 5 hereof, hereinafter called the effec-
5 tive time, shall be the directors and officers of the sur-
6 viving corporation.

7 2.03 The corporate identity, existence, purposes,
8 powers, franchises, rights and immunities of Chapelle shall
9 be merged into Cortabitarte and Cortabitarte shall be fully
10 vested therewith.

11 2.04 The separate existence of Chapelle, except insofar
12 as specifically otherwise provided by law, shall cease at the
13 effective time, whereupon Chapelle and Cortabitarte shall
14 become a single corporation.

15 2.05 At the effective time, the outstanding common
16 shares of Chapelle shall be converted into common shares of
17 Cortabitarte, fully paid and nonassessable by Cortabitarte.
18 The number of shares of Cortabitarte to be issued in exchange
19 shall be determined by a fraction, the numerator of which is
20 the book value per share of outstanding common stock of
21 Chapelle at the date of merger and the denominator of which
22 is the book value per share of outstanding common stock in
23 Cortabitarte at the date of merger multiplied times the
24 number of shares of Chapelle to be exchanged (1,350).
25
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1 3. BASIS OF EXCHANGE: The manner and basis of converting
2 the shares of Chapelle into shares of Cortabitarte shall be as
3 follows:

4 3.01 The outstanding shares of Cortabitarte shall not be
5 changed or converted as a result of the merger, and following
6 the effective time all shares of Cortabitarte shall be
7 authorized shares of the surviving corporation, and shall be
8 subject to all of the provisions of this plan of merger.

9 3.02 After the effective time, each holder of outstand-
10 ing common shares of Chapelle, upon surrender to Cortabitarte
11 of one or more certificates of such shares for cancellation,
12 shall be entitled to receive one or more certificates for the
13 number of common shares of Chapelle represented by the certi-
14 ficate so surrendered for cancellation by such holder on the
15 basis of three shares of Chapelle for each share of Corta-
16 bitarte. Until so surrendered, each such certificate repre-
17 senting outstanding common shares of Chapelle shall represent
18 the ownership of common shares of Cortabitarte for all cor-
19 porate and legal purposes on the basis of three shares of
20 Chapelle equalling one share of Cortabitarte.

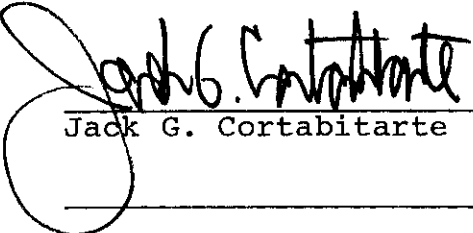
21 4. SHAREHOLDERS' APPROVAL: Upon approving this plan of
22 merger, the Board of Directors of Chapelle and Cortabitarte,
23 respectively, shall, by resolution, direct that this plan of
24 merger be submitted, pursuant to Idaho Code Section 30-1-73 to a
25 vote at special meetings of shareholders of each corporation to be
26

1 held on or before June 4, 1988, or in lieu of said meetings that
2 the shareholders adopt a written consent to this merger.

3 5. EFFECTIVE TIME: The merger shall become effective when
4 it is approved by the shareholders and the Articles of Merger have
5 been filed with the Secretary of State as required by Idaho Code
6 Section 30-1-74.

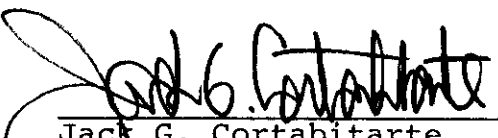
7 We, the undersigned, being all the directors of Chapelle USA,
8 Inc., having read the foregoing plan of merger, to hereby approve,
9 ratify and confirm the merger of Chapelle USA, Inc., into J.
10 Cortabitarte, Inc. The undersigned directors further resolve and
11 direct that the plan of merger be submitted to a vote by the
12 shareholders.


13 WITNESS OUR HANDS this 30 day of June, 1988.

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15 Jack G. Cortabitarte
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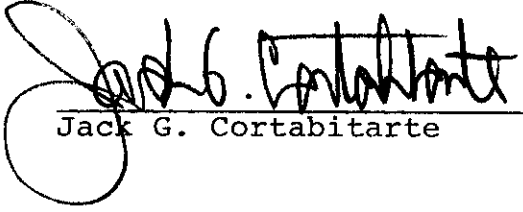
1 We, the undersigned, being all of the directors of J. Corta-
2 bitarte, Inc., having read the foregoing plan of merger, do hereby
3 approve, ratify and conform the merger of Chapelle USA, Inc., into
4 J. Cortabitarte, Inc. The undersigned directors further resolve
5 and direct that the plan of merger be submitted to a vote by the
6 shareholders.

7 WITNESS OUR HANDS this 30 day of June, 1988.

8
9 
10 Jack G. Cortabitarte

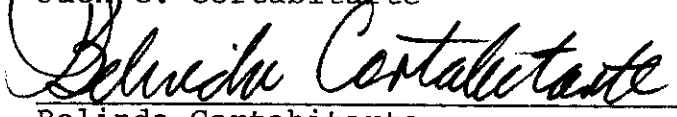
11 
12 Belinda Cortabitarte

13 We, the undersigned, being all of the shareholders of
14 Chapelle USA, Inc., approve the foregoing plan of merger.

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16 Jack G. Cortabitarte

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21 We, the undersigned, being all of the shareholders of J.
22 Cortabitarte, Inc., approve the foregoing plan of merger.

23 
24 Jack G. Cortabitarte

25 
26 Belinda Cortabitarte

1 STATE OF IDAHO)
2 County of Ada) ss.

3 On this 30 day of JUNE, 1988, before me the under-
4 signed Notary Public, personally appeared JACK G. CORTABITARTE and
5 BELINDA CORTABITARTE, known to me to be the persons whose names
6 are subscribed to the foregoing instrument and acknowledged to me
7 that they executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and seal the
9 day and year in this acknowledgment first above written.

10 Martina K. Struck
11 Notary Public for Idaho
12 Residing at Boise, Idaho
13 My Commission Expires 10/6/93
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