

FILED EFFECTIVE

ARTICLES OF MERGER

2007 OCT 30 PM 4:49

SECRETARY OF STATE
STATE OF IDAHO

THESE ARTICLES OF MERGER, dated as of the 29th day of October, 2007, pursuant to Section 252 of the General Corporation Law of the State of Delaware, and Section 30-1-1101 of the General Business Corporations Law of the State of Idaho, by and between BROADBAND PUBLISHING CORPORATION, a Delaware corporation (hereinafter called "Broadband Delaware" or "Merged Corporation") and BROADBAND PUBLISHING CORPORATION, an Idaho corporation (hereinafter called "Broadband Idaho" or "Surviving Corporation"), collectively referred to herein as the "Constituent Corporations".

Witnesseth:

The Constituent Corporations have agreed and do hereby agree that Broadband Delaware shall be merged with and into Broadband Idaho, and that the terms and conditions of said merger, the plan and mode of carrying the same into effect, and the manner and basis of converting the shares of Broadband Delaware into shares of Broadband Idaho are and shall be as follows:

FIRST: Broadband Idaho shall be the surviving corporation under the name BROADBAND PUBLISHING CORPORATION.

SECOND: The Certificate of Incorporation of the Surviving Corporation, without any change or modification, is attached hereto as Exhibit A, and all the terms and provisions thereof are hereby incorporated in this Agreement and made a part hereof with the same force and effect as if herein set forth in full; and from and after the Effective Date, as hereinafter defined, and until amended as provided by law, said Exhibit A, separate and apart from this Agreement of Merger shall be, and may be separately certified as, the Certificate of Incorporation of the Surviving Corporation.

THIRD: The merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of Broadband Delaware, except insofar as continued by statute, shall cease on the date that this Article of Merger, approved, certified, executed and acknowledged as required by the laws of Delaware and Idaho, is filed with the Secretaries of State of Delaware and Idaho, respectively, whichever is the date of the later filing.

FOURTH: The manner and basis of converting the shares of Broadband Delaware on the Effective Date shall be as follows:

(a) Each share of capital stock of Broadband Idaho which is issued and outstanding on the Effective Date shall remain outstanding as one share of capital stock of the Surviving Corporation.

(b) Each share of capital stock of Broadband Delaware which is issued and outstanding on the Effective Date shall be *ipso facto* converted into one share of the Common Stock of

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Broadband Idaho.

(c) After the merger transaction described above shall have become effective, each holder of an outstanding certificate or certificates representing capital stock of Broadband Delaware shall surrender the same to Broadband Idaho and such holder thereupon shall be entitled to receive in exchange a certificate or certificates representing the number of shares of the Common Stock of Broadband Idaho provided under the provisions of paragraph (b) above.

FIFTII: (a) Upon the Effective Date the assets and liabilities of Broadband Delaware shall be taken up on the books of the Surviving Corporation at the amount at which they shall at that time be carried on the books of Broadband Delaware, subject to such adjustments, if any, as may be necessary to conform to the Surviving Corporation's accounting procedures.

(b) Upon the Effective Date all of the rights, privileges, powers and franchises of the Merged Corporation, and all property, real, personal and mixed, and all debts due to the Merged Corporation, on whatever account, shall be vested in the Surviving Corporation, and all property rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merged Corporation, and all debts, liabilities and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

SIXTII: The directors and officers of the Surviving Corporation shall continue in office until their successors shall have been elected and qualified.

SEVENTII: The By-laws of the Surviving Corporation as constituted on the Effective Date shall govern the Surviving Corporation.

EIGHTII: The Surviving Corporation agrees that it may be served with process in the State of Delaware to the extent required by section 252(d) of the General Corporation Law of the State of Delaware and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any suit or proceeding in which it may be served under such section 252(d) and hereby specifies that the address to which a copy of such process shall be mailed by the Secretary of State is: c/o Karen P. Hold, PO Box 2810, Sun Valley, ID 83353.

NINTII: The Constituent Corporations may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before the Effective Date in accordance with the laws of their respective states of incorporation.

IN WITNESS WHEREOF, these articles of merger have been approved by the unanimous vote of the shareholders of the Constituent Corporations, and each of them, have caused these Articles of Merger to be executed by their respective Presidents and Secretaries and their respective corporate seals to be affixed, all as of the day and year first above written:

Attest:

Karen P. Hold

Karen Hold, Secretary

[Corporate Seal]

Broadband Delaware

By:

David Hold

David Hold, President

Attest:

Karen Hold

Karen Hold, Secretary

[Corporate Seal]

Broadband Idaho

By:

David Hold

David Hold, President