



Department of State.

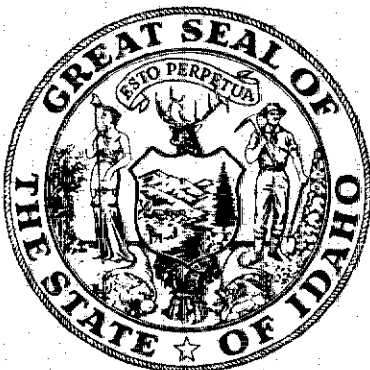
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Share Exchange of MODERN GLASS COMPANY,

into CDA GLASS, INC.,
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
Share Exchange, and attach hereto a duplicate original of the Articles of
Share Exchange.

Dated June 2, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF EXCHANGE
STATE-

Pursuant to the provisions of Sections 30-1-72(a) through 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Exchange for the purpose of exchanging voting stock of MODERN GLASS COMPANY for 100% of the outstanding stock of C D A GLASS, INC., both Idaho corporations.

The following Plan and Agreement of Exchange was approved by the Boards of Directors of each corporation and by 100% of the shareholders of each corporation in the manner prescribed by the Idaho Business Corporation Act:

PLAN AND AGREEMENT OF EXCHANGE

BETWEEN

MODERN GLASS COMPANY, AN IDAHO CORPORATION

AND

DENNIS A. JENSEN, RAYMOND M. JENSEN, CALVIN J. WALLACE, AND WILLIAM D. HUBER

AND

C D A GLASS, INC., AN IDAHO CORPORATION

This Plan and Agreement of Exchange is dated this 6th day of September, 1979, between MODERN GLASS COMPANY, an Idaho corporation, (Acquiring Corporation), and DENNIS A. JENSEN, RAYMOND M. JENSEN, CALVIN J. WALLACE, and WILLIAM D. HUBER, shareholders of C D A GLASS, INC., (hereinafter referred to as Shareholders), and C D A GLASS, INC., an Idaho corporation, (Acquired Corporation).

Both Acquiring Corporation and Acquired Corporation are validly organized and existing corporations in good standing under the laws of the State of Idaho. Shareholders own one hundred percent (100%) of the outstanding shares of Acquired Corporation.

Acquiring Corporation has an authorized capital of one hundred (100) shares of common stock with a par value of \$.10 per share, of which on the first day of October, 1979, forty (40) shares were issued and outstanding. Acquired Corporation has an authorized capital of one thousand (1000) shares of common stock with a par value of \$.10 per share, of which, on the date of execution of this agreement, five hundred (500) shares were issued and outstanding, and no shares were subject to stock options held by any officers, employees, or other persons or organizations.

The Boards of Directors of Acquiring and Acquired Corporations deem it advisable and in the best interests of their respective corporations and stockholders because of costs saved by consolidating certain functions of the corporations and generating more profit by realizing economies of scale, to enter into a stock exchange in accordance with the provisions of Section 30-1-72(A) of the Idaho Code and Section 368(a)(1)(B) of the Internal Revenue Code. Shareholders have deemed it to be in their best interests because of the above to enter into this exchange agreement.

AGREEMENT OF EXCHANGE

Acquiring and Acquired Corporations hereby agree to this exchange agreement and shareholders agree to exchange one hundred percent (100%) of their shares in Acquired Corporation for voting stock in Acquiring Corporation upon the terms and conditions hereinafter specified. The effective date of the exchange shall be October 1, 1979, and both the Acquiring Corporation and Acquired Corporation shall continue in existence but the Acquired Corporation will become the subsidiary corporation of Acquiring Corporation.

PROCEDURE

The Board of Directors of Acquiring and Acquired Corporations shall approve and adopt this plan and agreement of exchange and shall by resolution direct that the plan be submitted to a vote at meetings of the shareholders of the corporations. Upon approval of such shareholders as required in Section 30-1-73 of the Idaho Code, the parties hereto shall cause Articles of Exchange to be executed and processed with the Secretary of State as required in Section 30-1-74 of the Idaho Code.

AGREEMENT OF EXCHANGE

Shareholders own one hundred percent (100%) of the outstanding and issued shares of Acquired Corporation as follows:

DENNIS A. JENSEN	150 shares
RAYMOND M. JENSEN	150 shares
CALVIN J. WALLACE	100 shares
WILLIAM D. HUBER	100 shares
	500 total

Each shareholder will transfer all of his shares to Acquiring Corporation and in return will be issued the shares of voting stock of Acquiring Corporation in the amounts specified below:

DENNIS A. JENSEN	3 shares
RAYMOND M. JENSEN	3 shares
CALVIN J. WALLACE	2 shares
WILLIAM D. HUBER	2 shares

These shares will be exchanged concurrently with the execution of this agreement on October 1, 1979. There will be no other consideration, paid or received, for this agreement, and the entire consideration received by the parties will be solely their exchange of shares.

ACCOUNTING

This transaction and the agreement herein and documents prepared in connection herewith are intended to qualify under Section 368(a)(1)(B) of the Internal Revenue Code as a tax-free reorganization, and the parties' accountant will review all documents to assure realization of such objective.

REPRESENTATIONS AND WARRANTIES

Acquiring and Acquired Corporation each represent and warrant to the other and shareholders that between the date of this agreement and the time when the exchange becomes effective on October 1, 1979, they will not enter into any employment contracts, grant any stock options, or issue any stock or securities or declare or pay any dividend in stock.

EFFECTIVE DATE

The effective date of this exchange agreement shall be October 1, 1979, regardless of whether or not the paper work formalizing this agreement has been completed prior to or subsequent to such effective date.


The total number of authorized shares of MODERN GLASS COMPANY is one hundred. The total number of shares outstanding and issued of MODERN GLASS COMPANY is forty and there is only one class of shares being voting common stock shares with one vote for each share. Of the forty number of outstanding shares, forty voted for the Plan and Agreement of Exchange and no shares voted against the Plan and Agreement of Exchange.

The total number of authorized shares of C D A GLASS, INC., is one thousand. The total number of shares outstanding and issued of C D A GLASS, INC., is five hundred and there is only one class of shares being voting common stock shares with one vote for each share. Of the five hundred number of outstanding shares, five hundred voted for the Plan and Agreement of Exchange and no shares voted against the Plan and Agreement of Exchange.

DATED this 1st day of October, 1979.

MODERN GLASS COMPANY, an Idaho corporation

By 
Dennis A. Jensen, President


Diane L. Huber, Secretary

C D A GLASS, INC., an Idaho corporation

By 
Dennis A. Jensen, President


William D. Huber, Secretary

Dennis A. Jensen
Dennis A. Jensen, Shareholder

Raymond M. Jensen
Raymond M. Jensen, Shareholder

Calvin J. Wallace
Calvin J. Wallace, Shareholder

William D. Huber
William D. Huber, Shareholder

We, the undersigned, spouses of the above shareholders, hereby execute this agreement, acknowledging our understanding thereof and approval of its terms.

Lynn G. Jensen
Lynn G. Jensen

Linda K. Jensen
Linda K. Jensen

Judith Wallace
Judith Wallace

Diane L. Huber
Diane L. Huber

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 20th day of March, 1980, before me, the undersigned, personally appeared DENNIS A. JENSEN and DIANE L. HUBER, to me known to be the President and Secretary of the corporation that executed this instrument, or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Deanne A. Jensen
Notary Public for Idaho
Residing at Coeur d'Alene
Commission expires: Life

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 20th day of March, 1980, before me, the undersigned, personally appeared DENNIS A. JENSEN and WILLIAM D. HUBER, to me known to be the President and Secretary of the corporation that executed this instrument, or the

persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Deanne A. Smith
Notary Public for Idaho
Residing at Coeur d'Alene
Commission expires: Life

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 30th day of March, 1980, before me, the undersigned, personally appeared DENNIS A. JENSEN and LYNN G. JENSEN, known to me to be the persons whose names are subscribed to the foregoing, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Deanne A. Smith
Notary Public for Idaho
Residing at Coeur d'Alene
Commission expires: Life

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 30th day of March, 1980, before me, the undersigned, personally appeared RAYMOND M. JENSEN and LINDA K. JENSEN, known to me to be the persons whose names are subscribed to the foregoing, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Deanne A. Smith
Notary Public for Idaho
Residing at Coeur d'Alene
Commission expires: Life

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 30th day of March, 1980, before me, the undersigned, personally appeared CALVIN J. WALLACE and JUDITH WALLACE, known to me to be the persons whose names are subscribed to the foregoing, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official

seal the day and year first above written.

Jeanne A. Sorseth
Notary Public for Idaho
Residing at Coeur d'Alene
Commission expires: Life

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 20th day of March, 1980, before me, the undersigned, personally appeared WILLIAM D. HUBER and DIANE L. HUBER, known to me to be the persons whose names are subscribed to the foregoing, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Jeanne A. Sorseth
Notary Public for Idaho
Residing at Coeur d'Alene
Commission expires: Life

STATE OF IDAHO)
) ss.
County of Kootenai)

Dennis A. Jensen

I, Jeanne A. Sorseth, a notary public, do hereby certify that on this 29 day of May, 1980, personally appeared before me DENNIS A. JENSEN, who, being by me first duly sworn, declared that he is the President of MODERN GLASS COMPANY, an Idaho corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Jeanne A. Sorseth
Notary Public for Idaho
Residing at Coeur d'Alene
Commission expires: Life

STATE OF IDAHO)
) ss.
County of Kootenai)

Dennis A. Jensen

I, Jeane A. Sorseth, a notary public, do hereby certify
that on this 29 day of May, 1980, personally appeared before
me DENNIS A. JENSEN, who, being by me first duly sworn, declared that he is
the President of C D A GLASS, INC., an Idaho corporation, that he signed the
foregoing document as President of the corporation, and that the statements
therein contained are true.

Jeane A. Sorseth
Notary Public for Idaho
Residing at Coeur d'Alene
Commission expires: Life