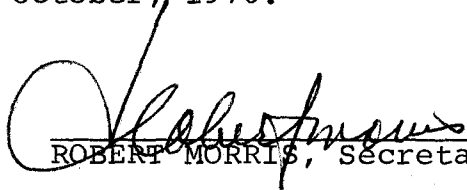



CERTIFICATION OF SECRETARY  
OF  
OCEAN PACIFIC MANAGEMENT, INC.

I, ROBERT MORRIS, the secretary of OCEAN PACIFIC MANAGEMENT, INC., do hereby certify that the attached Agreement of Merger has been submitted to the shareholders of said corporation and has been approved unanimously by them.

DATED this 29th day of October, 1976.

  
\_\_\_\_\_  
ROBERT MORRIS, Secretary

SUBSCRIBED AND SWORN TO before me this 29 day of October, 1976.

  
\_\_\_\_\_  
Notary Public in and for the State  
of Utah, residing at  
John.

CERTIFICATION OF SECRETARY

OF

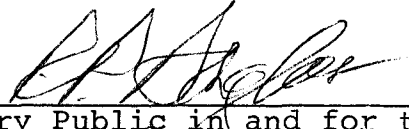
INLAND MARINE SUPPLY COMPANY

I, ROBERT MORRIS, the secretary of INLAND MARINE SUPPLY COMPANY, do hereby certify that the attached Agreement of Merger has been submitted to the shareholders of said corporation and has been approved unanimously by them.

DATED this 29th day of October, 1976.

  
ROBERT MORRIS, Secretary

SUBSCRIBED AND SWORN TO before me this 29 day of October, 1976.

  
Notary Public in and for the State of West, residing at Spokane.

## AGREEMENT OF MERGER

AGREEMENT OF MERGER made this 29th day of October, 1976, between INLAND MARINE SUPPLY COMPANY, an Idaho corporation, hereinafter called the Idaho corporation or merging corporation, and OCEAN PACIFIC MANAGEMENT, INC., a Washington corporation, hereinafter called the Washington corporation or the surviving corporation.

WHEREAS, the Idaho corporation is presently a wholly owned subsidiary of the Washington corporation,

WHEREAS, the Idaho corporation has an authorized capital stock consisting of Twenty-five thousand (25,000) shares of common stock, par value of Ten Dollars (\$10.00) per share, of which ten thousand (10,000) shares have been duly issued and are outstanding, and

WHEREAS, the Washington corporation has an authorized capital stock consisting of fifty thousand (50,000) shares of common stock, par value One Dollar (\$1.00) per share, of which fifty (50) shares have been duly issued and are outstanding, and

WHEREAS, the principal office of the Washington corporation is 1034 Vista Del Cerro Drive, Tempe, Arizona, and the registered agent of the Washington corporation is Kenneth V. Moland, whose address is 7208 East Sprague, Spokane, Washington 99206, upon whom process against the Washington corporation may be served within the State of Washington, and

WHEREAS, the Board of Directors and shareholders of the Idaho corporation and of the Washington corporation, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Idaho corporation merge with the Washington corporation under and pursuant to the provisions of Chapter 23A.20 of the Revised Code of Washington and of Title 30, Chapter 151, et seq. of the Idaho Code.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

I. MERGER

The Idaho corporation shall be and it is hereby merged into the Washington corporation, the surviving corporation, which shall survive the merger, pursuant to the provisions of the Revised Code of Washington, Chapter 23A.20.010 et seq. Upon such merger, separate corporate existence of the Idaho corporation, shall cease and the surviving corporation shall become the owner, without other transfer, of all the rights and property of the merging corporations; and the surviving corporation shall become subject to all debts and liability of the merging corporation in the same manner as if the surviving corporation had itself incurred them.

## II. EFFECTIVE DATE

This agreement of merger shall become effective immediately upon compliance with the laws of the States of Washington and Idaho, the time of such effectiveness being hereinafter called the effective date.

## III. SURVIVING CORPORATION

The Washington corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Washington, but the separate corporation existence of the Idaho corporation shall cease forthwith upon the effective date.

## IV. AUTHORIZED CAPITAL

The authorized capital stock of the Washington corporation following the effective date shall continue to be 50,000 shares of common stock, par value of \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Washington.

## V. NAME

The name of the surviving corporation shall continue to be Ocean Pacific Management, Inc. The purposes, county where the registered office shall be located, number of directors and capital stock of the surviving corporation shall be as appears in the Articles of Incorporation of the surviving corporation.

## VI. ARTICLES OF INCORPORATION

The Articles of Incorporation of the Washington corporation following the effective date shall continue without change unless and until the same shall be amended or repealed in accordance

with the provisions thereof, which power to amend or repeal is hereby expressly reserved.

#### VII. BYLAWS

The Bylaws of the Washington corporation following the effective date shall continue without change unless and until the same shall be amended or repealed in accordance with the provisions thereof.

#### VIII. FURTHER ISSUANCE OF TITLE

If at any time the Idaho corporation shall consider or be advised that any acknowledgement or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Washington corporation any right, title, or interest of the Idaho corporation held immediately prior to the effective date, the Idaho corporation and its proper officers and directors shall and will execute and deliver all such assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Washington corporation as shall be necessary to carry out the purposes of this agreement of merger, and the Washington corporation and the proper officers and directors thereof are fully authorized to take any and all such actions in the name of the Idaho corporation or otherwise.

#### IX. BANK ACCOUNTS

The names of the officers and employees of the Idaho merging corporation who are authorized to draw and accept drafts, and

execute contracts and other agreements between the bank and the Idaho merging corporation, and to make, collect, discount, negotiate, endorse and assign in the Idaho merging corporation's name, drafts, notes and other paper payable to or by the merging corporation, shall immediately after the effective time of the merger constitute the names of the officers and employees of the Washington surviving corporation that are so duly authorized to execute the same for the surviving corporation.

X. OUTSTANDING STOCK

Upon the effective date, all of the outstanding shares of the merging corporation shall be surrendered for cancellation and no additional shares of the surviving corporation shall be issued to replace those cancelled shares.

XI. PENSION AND PROFIT SHARING PLANS

Forthwith upon the effective date, the Pension and Profit Sharing Plans as adopted and amended by the Idaho corporation shall be fully adopted and incorporated into the Washington corporation, upon the same terms and subject to the same conditions as set forth in such Plans.

XII. BOOK ENTRIES

The merger contemplated hereby shall, upon adoption of a plan of liquidation by the merging corporation, be treated as a complete liquidation of a subsidiary corporation pursuant to Section 332 of the Internal Revenue Code and entries shall be made upon the books of each corporation in accordance with

Section 334(b)(2) of the Internal Revenue Code.

#### XIII. DIRECTORS

The names and addresses of the first directors of the Washington corporation following the effective date, who shall be three (3) in number and who shall hold office from the effective date until the first annual meeting of shareholders of the Washington corporation and until their successors shall be elected and shall qualify, are as follows:

Terry L. Phillips	1034 Vista Del Cerro Drive, Tempe, Arizona
Doris Phillips	1034 Vista Del Cerro Drive, Tempe, Arizona
Robert Morris	1034 Vista Del Cerro Drive, Tempe, Arizona

#### XIV. OFFICERS

The names and addresses of the first officers of the Washington corporation following the effective date, who shall be four (4) in number and who shall hold office from the effective date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Terry L. Phillips	President	1034 Vista Del Cerro Drive Tempe, Arizona
Doris Phillips	Vice President	1034 Vista Del Cerro Drive Tempe, Arizona
Robert Morris	Secretary and Treasurer	1034 Vista Del Cerro Drive Tempe, Arizona

#### XV. VACANCIES

If, upon the effective date, a vacancy shall exist in the Board of Directors or in any of the offices of the Washington



corporation as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of the Washington corporation.

XVI. SUBMISSION OF MERGER PLAN TO SHAREHOLDERS

This merger plan shall be submitted to the shareholders of the merging corporations for their approval, in the manner provided by the applicable laws of the State of Washington and the State of Idaho, at meetings to be held on or before October 31, 1976, or at such other times as the Board of Directors of the merging corporation shall agree. After approval by the vote of the holders of not less than two-thirds of the issued and outstanding shares of each corporation entitled to vote thereon, Articles of Merger shall be filed as required by the laws of the State of Washington and the Agreement of Merger shall be filed as required by the laws of the State of Idaho, the merger being effective when the Articles of Merger have been filed in the office of the Secretary of State of the State of Washington, and the Agreement of Merger filed in the offices of the Secretary of State, State of Idaho, and Kootenani County Recorder, and each Secretary of State has issued his certificate of merger.

XVII. TERMINATION

This Agreement of Merger may be terminated and abandoned by action of the Board of Directors of either corporation at any time prior to the effective date, whether before or after approval by the shareholders of the two corporate parties hereto.

If this agreement of merger shall become wholly void and of no effect and there shall be no further liability or obligation

hereunder on the part of either the Idaho corporation or the Washington corporation or of its Board of Directors or shareholders.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Agreement of Merger to be executed by a majority of its directors and its corporate seal to be hereunto affixed.

INLAND MARINE SUPPLY COMPANY

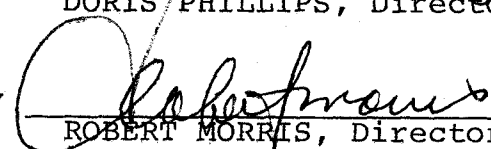
By

  
TERRY L. PHILLIPS  
President and Director

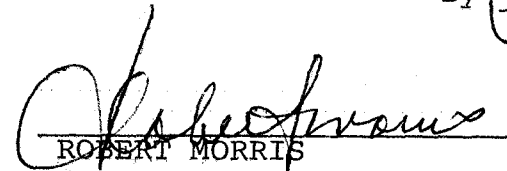
By

  
DORIS PHILLIPS, Director

By

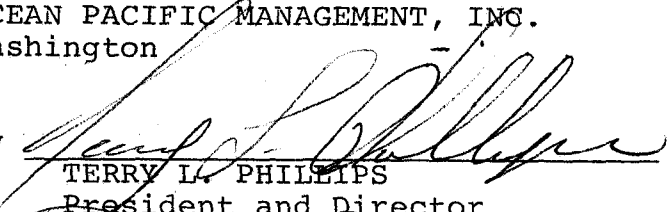
  
ROBERT MORRIS, Director

Attest:

  
ROBERT MORRIS  
Secretary

OCEAN PACIFIC MANAGEMENT, INC.  
Washington

By

  
TERRY L. PHILLIPS  
President and Director

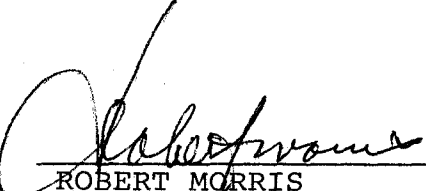
By

  
DORIS PHILLIPS, Director

By

  
ROBERT MORRIS, Director

Attest:

  
ROBERT MORRIS  
Secretary

STATE OF Arizona )  
County of Maricopa :SS

On this 31<sup>st</sup> day of October, 1976, before me personally appeared TERRY L. PHILLIPS and DORIS PHILLIPS to me known to be the President and Director and Director, respectively, of INLAND MARINE SUPPLY COMPANY, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first above written.

Deany Whitney  
Notary Public in and for the State  
of Arizona, residing at  
Tempe.

My Commission Expires: My Commission Expires Dec. 10, 1978

STATE OF Wash )  
County of Spokane :SS

On this 29 day of October, 1976, before me personally appeared ROBERT MORRIS to me known to be the Director and Secretary of INLAND MARINE SUPPLY COMPANY, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first above written.

R.P. Orndorff  
Notary Public in and for the State  
of Wash., residing at  
Spokane.

My Commission Expires: \_\_\_\_\_

STATE OF Arizona )  
:SS  
County of Maverick )

On this 31<sup>st</sup> day of October, 1976, before me personally appeared TERRY L. PHILLIPS and DORIS PHILLIPS to me known to be the President and Director and Director, respectively, of OCEAN PACIFIC MANAGEMENT, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first above written.

[Signature]  
Notary Public in and for the State  
of Arizona, residing at  
Tucson.

My Commission Expires My Commission Expires Dec. 10, 1978

STATE OF Wash )  
:SS  
County of Spokane )

On this 29 day of October, 1976, before me personally appeared ROBERT MORRIS to me known to be the Director and Secretary of OCEAN PACIFIC MANAGEMENT, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first above written.

[Signature]  
Notary Public in and for the State  
of Wash, residing at  
Spokane.

My Commission Expires: \_\_\_\_\_