

FEB 25 3 41 PM '98

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-77 of the Idaho Business Corporation Act, the undersigned domestic corporations adopt the following Articles of Merger for the propose of merging them into one of such corporations:

1. NAMES OF CORPORATIONS.

NAME OF CORPORATION	STATE OF INCORPORATION
AIMCOR, Inc.	Idaho
AIM International, Inc.	Idaho

2. STATE LAWS.

This merger is permitted under the laws of the State of Idaho.

3. NAME OF SURVIVING CORPORATION AND AMENDMENTS TO ARTICLES.

The Plan and Agreement of Merger provides that AIMCOR, Inc. shall be the "Surviving Corporation" and AIM International, Inc. shall be the "Merging Corporation". The name of the Surviving Corporation shall be changed from AIMCOR, Inc. to AIM International, Inc.

4. PLAN AND AGREEMENT OF MERGER.

The Plan and Agreement of Merger attached as Exhibit A was approved by the shareholders and directors of the undersigned domestic corporations in the manner prescribed by the Idaho Business Corporation Act.

ARTICLES OF MERGER - 1
(January 26, 1998)

IDAHO SECRETARY OF STATE

02/26/1998 09:00
CK: 9734 CT: 14917 DH: 85466

1 @ 30.00 = 30.00 MERGER

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5. OUTSTANDING SHARES.

As to each of the undersigned corporations, the number of shares outstanding, and the number of outstanding shares entitled to vote on such Plan, are as follows:

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING	NUMBER OF SHARES ENTITLED TO VOTE
AIMCOR, Inc.	4000	2666.66
AIM International, Inc.	100	100

There are no shares of the undersigned corporations that are entitled to vote as a class.

6. SHARES VOTED.

As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

NAME OF CORPORATION	TOTAL VOTED FOR	TOTAL VOTED AGAINST
AIMCOR, Inc.	2666.66	0
AIM International, Inc.	100	0

7. GOVERNING LAWS.


If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

8. SIGNATURES.

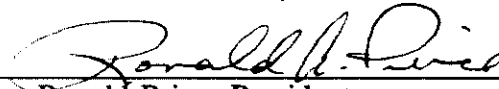
Dated: February 3, 1998

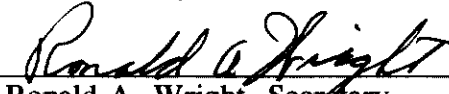
AIMCOR, INC.

By: 
Ronald Price, President

By: 
Ronald A. Wright, Secretary

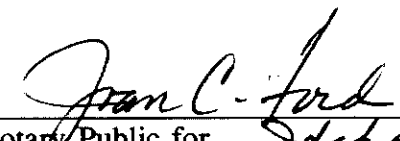
AIM INTERNATIONAL, INC.

By: 
Ronald Price, President

By: 
Ronald A. Wright, Secretary

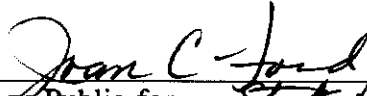
STATE OF IDAHO)
) ss.
County of Ada)

On this 3rd day of February, 1998, before me, a notary public in and for the State of Idaho, personally appeared Ronald Price and Ronald A. Wright, known or identified to me to be the President and Secretary of AIMCOR, Inc. the corporation that executed the instrument or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.


Notary Public for Idaho
Residing at Hampton, Idaho
Commission Expires: 3-21-2001

STATE OF IDAHO)
) ss.
County of Ada)

On this 3rd day of February, 1998, before me, a notary public in and for the State of Idaho, personally appeared Ronald Price and Ronald A. Wright, known or identified to me to be the President and Secretary of AIM International, Inc., the corporation that executed the instrument or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.


Notary Public for State of Idaho
Residing at Rempo, Idaho
Commission Expires: 3-21-2000

PLAN AND AGREEMENT OF MERGER

Plan and agreement of merger ("Agreement") dated as of February 3, 1998, between AIMCOR, Inc., an Idaho corporation ("Surviving Corporation") and AIM International, Inc., an Idaho corporation ("Merging Corporation").

1. MERGER.

Upon the effective date (as defined in Section 5), the Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease. The Surviving Corporation shall continue its corporate existence under, and shall be governed by, the laws of the State of Idaho and the Directors and Officers of the Surviving Corporation shall continue as the Directors and Officers of the Surviving Corporation. The address of the registered or principal office of the Surviving Corporation is 3904 East Flamingo Avenue, Nampa, Idaho 83687-3100.

2. CERTIFICATE OF INCORPORATION, BY-LAWS AND NAME.

The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the Surviving Corporation (except as amended by the Articles of Merger) following the effective date, until the same shall be altered, amended or repealed in the manner prescribed by law, and the terms and provisions are hereby incorporated in this Agreement with the same force and effect as though set forth in full. The By-laws of the Surviving Corporation as in effect on the effective date, shall be the By-laws of the Surviving Corporation until altered, amended or repealed, as provided.

3. AMENDMENTS TO ARTICLES.

The name of the Surviving Corporation shall be changed from AIMCOR, Inc. to AIM International, Inc.

4. STATUS AND CONVERSION OF SHARES.

Upon the effective date, each issued and outstanding share of stock of the Merging Corporation shall be canceled.

5. SHAREHOLDERS' APPROVAL; EFFECTIVE DATE.

This Agreement shall be submitted for approval to the Directors and Shareholders of the Merging and the Surviving Corporations at meetings held on or prior to February 3, 1998, called and held separately in accordance with laws of Idaho. If approved by such Directors and Shareholders by the votes required by law, then Articles of Merger, reflecting this Agreement in the form required under the Idaho Business Corporation Act shall be delivered to the Idaho Secretary of State. The merger shall become effective on the date of filing in the State of Idaho.

6. FURTHER ASSURANCE.

Before the effective date, the Surviving and Merging Corporations shall, subject to the terms and conditions of this Agreement, take all such action as shall be necessary or appropriate in order to effectuate the merger.

7. EFFECT OF MERGER.

On the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of the Merging Corporation, and shall become subject to all the restrictions, disabilities and duties of the Merging Corporation and all of the singular rights, privileges, powers and franchises of the Merging Corporation. All property, real, personal and mixed, and debts due to the Merging Corporation on whatever account, including stock subscriptions as well as all other things in action or belonging to the Merging Corporation shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interests shall be the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any real estate vested by deed or otherwise, in the Merging Corporation, shall not revert or be in any way impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the Merging Corporation shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

8. ACCOUNTING AND STATED CAPITAL.

When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles (or other comprehensive method of accounting), the assets and liabilities of the Merging Corporation shall

be recorded in the accounting records of the Surviving Corporation at the amounts at which they shall be carried at that time in the accounting records of the Merging Corporation.


9. EFFECTIVE DATE.

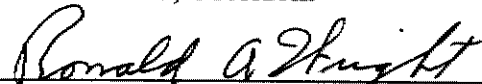
The effective date of the merger provided for by this Agreement shall be the date of filing of the Articles of Merger in the State of Idaho.

10. SIGNATURES.


Dated: February 3, 1998


AIMCOR, INC.

By: 
Ronald Price, President

By: 
Ronald A. Wright, Secretary

AIM INTERNATIONAL, INC.

By: 
Ronald Price, President

By: 
Ronald A. Wright, Secretary