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SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER

MERGING

FUSION MARKETING AND ADVERTISING LLC,

an Idaho limited liability company,

AND

OUTERWORLD NETWORKING, INC.,

an Idaho corporation,

WITH AND INTO

VALICE, INC.,

an Idaho corporation

*In accordance with Sections 30-18-101 et seq. of the
Idaho Entity Transactions Act*

Fusion Marking and Advertising LLC, an Idaho limited liability company ("White Space"), Outerworld Networking, Inc., an Idaho corporation ("Outerworld"), and Valice, Inc., an Idaho corporation ("Valice"), do hereby certify as follows:

1. The constituent corporations in the merger (the "Merger") are White Space, Outerworld, and Valice.
2. The Merger, and a Plan of Merger (the "Merger Plan"), have been duly authorized and unanimously approved by (i) the members and managers of White Space, (ii) the board of directors and shareholders of Outerworld, and (iii) the board of directors and shareholders of Valice, each in accordance with Idaho Code § 30-18-203 and § 30-18-205.
3. Pursuant to the Merger Plan, White Space and Outerworld are being merged with and into Valice, with Valice being the surviving corporation in the Merger (the "Surviving Corporation").

IDAHO SECRETARY OF STATE
06/17/2009 05:00
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**FUSION MARKETING AND
ADVERTISING LLC**

Dated: June 12, 2009

By: 

Jenna Strong, Manager

OUTERWORLD NETWORKING, INC.

Dated: June 15, 2009

By: 

Patrick Farr, President

VALICE, INC.

Dated: June 15, 2009

By: 

Patrick Farr, President