

State of Idaho

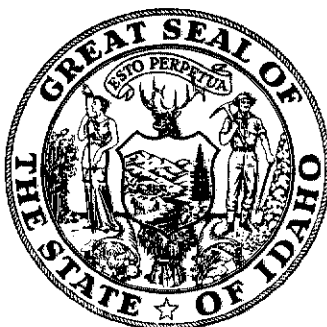
Department of State

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 merger of RMK, INC. a New Mexico corporation into RMK OF IDAHO, INC. and Idaho corporation file number C 108432, duly executed 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: January 11, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Deines*

JAN 11 8 51 AM '96

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER

of

RMK, INC.

into

RMK OF IDAHO, INC.

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act and Section 53-14-7 of the New Mexico Business Corporation Act, the shareholders and directors of RMK of Idaho, Inc., an Idaho corporation, and RMK, Inc., a New Mexico corporation, adopt the following Articles of Merger for the purpose of merging RMK, Inc. into RMK of Idaho, Inc.

1. The attached Plan and Agreement of Merger was approved by unanimous resolution of the shareholders and directors of both corporations in the manner prescribed by the Idaho Business Corporation Act and the New Mexico Business Corporation Act.

2. The number of shares of common stock of RMK, Inc., is 1,000, constituting all of the issued and outstanding shares of such corporation. The holders of all such shares unanimously approved the Plan and Agreement of Merger by written consent without a meeting.

3. The number of shares of common stock of RMK of Idaho, Inc. is 1,000, constituting all of the issued and outstanding shares of such corporation. The holders of all such shares unanimously approved the Plan and Agreement of Merger by written consent without a meeting.

DATED this 29th day of December, 1995.

RMK, INC.

RMK OF IDAHO, INC.

By: Robert M. Shepard
Its President

By: Robert M. Shepard
Its President

By: Patricia M. Shepard
Its Secretary

By: Patricia M. Shepard
Its Secretary

IDAHO SECRETARY OF STATE
DATE 01/11/1996 0900 29184

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CK #: CUST# 1117

MERGER

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STATE OF IDAHO)
) ss.
County of Ada)

Robert W. Shepard, being first duly sworn, deposes and says:

He is the President of RMK, Inc., one of the corporations named in the above-entitled Articles of Merger, and is authorized to make this verification on behalf of such corporation.

He has read the foregoing Articles of Merger and knows the contents thereof. The matters set forth in said Articles of Merger are true to the best of his knowledge, information and belief.

Robert W. Shepard

Robert W. Shepard

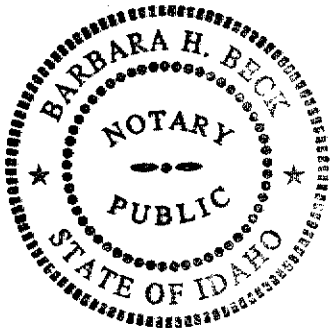
SUBSCRIBED AND SWORN TO before me this 29th day of December, 1995.

Barbara H. Beck

Notary Public for Idaho

Residing at Boise, Idaho

My Commission Expires: 11-4-97



STATE OF IDAHO)
) ss.
County of Ada)

Robert W. Shepard, being first duly sworn, deposes and says:

He is the President of RMK of Idaho, Inc., one of the corporations named in the above-entitled Articles of Merger, and is authorized to make this verification on behalf of such corporation.

He has read the foregoing Articles of Merger and knows the contents thereof. The matters set forth in said Articles of Merger are true to the best of his knowledge, information and belief.

Robert W. Shepard

Robert W. Shepard

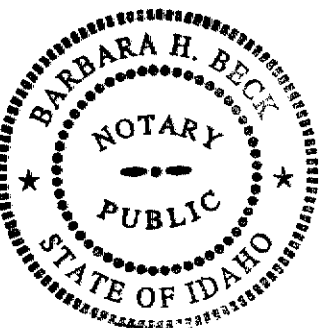
SUBSCRIBED AND SWORN TO before me this 29th day of December, 1995.

Barbara H. Beck

Notary Public for Idaho

Residing at Boise, Idaho

My Commission Expires: 11-4-97



BHB/82698

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into between RMK, Inc., a New Mexico corporation (the "Disappearing Corporation"), and RMK of Idaho, Inc., an Idaho corporation (the "Surviving Corporation"), whereby the parties hereby agree and provide as follows:

1. The Disappearing Corporation shall be merged with and into the Surviving Corporation, whereupon the Disappearing Corporation shall cease to exist and all of the assets and all of the liabilities of the Disappearing Corporation shall by operation of law and this Agreement and Plan of Merger be transferred to and assumed by the Surviving Corporation.

2. Each share of the Disappearing Corporation's common stock which is issued and outstanding immediately prior to the effective date of the merger shall by virtue of the merger be converted into and become, without action on the part of the holder of such common stock one fully paid and nonassessable share of common stock of the Surviving Corporation. Each outstanding certificate of common stock of the Disappearing Corporation shall thereupon be deemed for all purposes to evidence ownership of the number of shares of common stock of the Surviving Corporation into which the same shall have been converted at the rate set forth above.

3. Commencing the effective date of the merger, each holder of outstanding certificates for common stock of the Disappearing Corporation shall be entitled, upon surrender of the same, to receive new certificates for the number of shares of common stock of the Surviving Corporation to which he is entitled.

4. Each share of common stock of the Surviving Corporation issued and outstanding immediately prior to the effective date of the merger shall be canceled and cease to exist.

5. The Articles of Incorporation of the Surviving Corporation are not changed in any way as a result of the merger.

6. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger on this 29th day of December, 1995.

RMK, Inc.

RMK of Idaho, Inc.

By Robert M. Shepard
Its President

By Robert M. Shepard
Its President

By Patricia M. Shepard
Its Secretary

By Patricia M. Shepard
Its Secretary