

State of Idaho

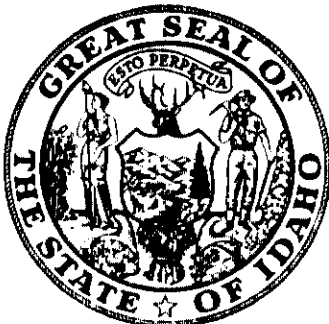
Department of State

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 NOT ANOTHER WRITER, INC., a Washington corporation, not qualified in Idaho into NOT ANOTHER WRITER, INC., an Idaho corporation, file number C 116570, 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: October 11, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Harold*

OCT 10 8 56 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATION
INTO
NOT ANOTHER WRITER, INC.

IDAHO SECRETARY OF STATE
DATE 10/10/1996 0900 31330
CL # 35007 DIST# 354
MERGER
1@ 30.00= 30.00
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Pursuant to the provisions of Section 30-1-77 of the Idaho General Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

Name of Corporation

State

NOT ANOTHER WRITER, INC.
NOT ANOTHER WRITER, INC.

A Washington Corporation
An Idaho Corporation

SECOND: The laws of the State under which such foreign Corporation is organized permit such merger.

THIRD: The name of the surviving Corporation is NOT ANOTHER WRITER, INC., an Idaho Corporation, and it is to be governed by the laws of the State of Idaho.

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic Corporation in the manner prescribed by the Idaho Business Corporation Act, and was approved by the undersigned foreign Corporation in the manner prescribed by the laws of the State under which it is organized:

NOT ANOTHER WRITER, INC., a Washington Corporation, shall under I.R.C. Section 368(a)(1)(F), accomplish a simple reincorporation by a statutory merger. NOT ANOTHER WRITER, INC., the Washington Corporation, shall transfer effective _____, 1996 all of its assets to the acquiring Corporation, NOT ANOTHER WRITER, INC., an Idaho Corporation, which simultaneously shall issue to the shareholders of the Washington Corporation its stock and the shareholders of the Washington Corporation in exchange will transfer the stock of the

Washington Corporation to NOT ANOTHER WRITER, INC., an Idaho Corporation, and the Washington stock will be automatically cancelled. The end result will be that the shareholders shall then hold stock in the Idaho Corporation only, which Corporation shall have all assets of the Washington Corporation.

FIFTH: As to each of the undersigned Corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
NOT ANOTHER WRITER, INC., an Idaho Corporation	49,000	(No shares entitled to vote as a class)	
NOT ANOTHER WRITER, INC., a Washington Corporation	49,000		

SIXTH: As to each of the undersigned Corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Entitled to Vote as a Class</u>				
	<u>Total</u>	<u>Total</u>	<u>Class</u>	<u>Voted</u>	<u>Voted</u>
	<u>Voted For</u>	<u>Voted Against</u>		<u>For</u>	<u>Against</u>
NOT ANOTHER WRITER, INC., an Idaho Corporation	100%	-0-	n/a	n/a	n/a
NOT ANOTHER WRITER, INC., a Washington Corporation	100%	-0-	n/a	n/a	n/a


SEVENTH: 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.

DATED this 25 day of September, 1996.

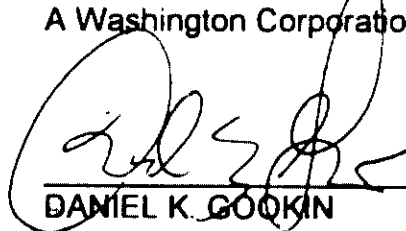
NOT ANOTHER WRITER, INC.
An Idaho Corporation



DANIEL K. GOOKIN
President

and

NOT ANOTHER WRITER, INC.
A Washington Corporation



DANIEL K. GOOKIN
President

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 25 day of September, 1996, before me, the undersigned Notary Public in and for said State, personally appeared DANIEL K. GOOKIN, known or identified to me to be the President, of NOT ANOTHER WRITER, INC., an Idaho Corporation, the Corporation that executed the instrument or the person who execution the instrument on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

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

Max S. Wallace
Notary Public in and for the
State of Idaho
Residing at: Coeur d'Alene
Comm. Exp.: 8/18/99

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 25 day of September, 1996, before me, the undersigned Notary Public in and for said State, personally appeared DANIEL K. GOOKIN, known or identified to me to be the President, of NOT ANOTHER WRITER, INC., a Washington Corporation, the Corporation that executed the instrument or the person who execution the instrument on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

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

Max S. Wallace
Notary Public in and for the
State of Idaho
Residing at: Coeur d'Alene
Comm. Exp.: 8/18/99

VERIFICATION

STATE OF IDAHO)
) ss.
County of Kootenai)

The undersigned, a Notary Public in and for the State of Idaho, does hereby certify that on the 25 day of September, 1996, personally appeared before me DANIEL K. GOOKIN, who, being by me first duly sworn, declared that he is the President of NOT ANOTHER WRITER, INC., an Idaho Corporation, that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.

Mac E. Wallace
Notary Public in and for the
State of Idaho
Residing at: Coeur d'Alene
Comm. Exp.: 8/18/99

STATE OF IDAHO)
) ss.
County of Kootenai)

The undersigned, a Notary Public in and for the State of Idaho, does hereby certify that on the 25 day of September, 1996, personally appeared before me DANIEL K. GOOKIN, who, being by me first duly sworn, declared that he is the President of NOT ANOTHER WRITER, INC., a Washington Corporation, that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.

Mac E. Wallace
Notary Public in and for the
State of Idaho
Residing at: Coeur d'Alene
Comm. Exp.: 8/18/99