

FILED/EFFECTIVE

IDAHO ARTICLES OF MERGER

GOLDEN VALLEY TRANSPORTATION, INC., a Nevada Corporation

AND

GILTNER, INC., an Idaho Corporation

IDAHO SECRETARY OF STATE
01 JAN 2001 09:00
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30.00 = 30.00 MERGER # 2
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Pursuant to the provisions of Chapter 92A of the Nevada Revised Statutes and Title 30, Chapter 1, Part II of the Idaho Code, the undersigned corporations file these Articles of Merger with the Idaho Secretary of State for the purpose of merging into a single Nevada corporation:

1. **Names of Constituent Corporations.** The names and addresses of the undersigned corporations and the states under the laws of which each is organized are:

<u>Name of Corporation</u>	<u>State</u>
Golden Valley Transportation, Inc. 504 North 3500 East Lewisville, Idaho 83431	Nevada
Giltner, Inc. 980 B Main Avenue West Jerome, Idaho 83338	Idaho

2. **Nevada Compliance.** This merger is permitted under Nevada laws.
3. **Surviving Corporation.** Golden Valley Transportation, Inc., is the surviving corporation, after the merger.
4. **Adoption of Plan of Merger.** A Plan of Merger has been adopted by Golden Valley Transportation, Inc. in accordance with the Nevada Revised Statutes and by Giltner, Inc. in accordance with the Idaho Code. A copy of the plan of merger is attached hereto as **Exhibit "A"**.

5. **Approval.** The sole shareholder of Golden Valley Transportation, Inc. approved the merger including the plan of merger attached hereto as **Exhibit "A"**, by unanimous written consent upon recommendation of its sole director. At a meeting specially called for that purpose, the total number of 3000 votes was entitled to be cast by the sole shareholder. 3000 votes were cast in favor of the plan of merger and 0 votes were cast against it.

The sole shareholder of Giltner, Inc. approved the merger, including the plan of merger attached hereto as Exhibit "A", upon recommendation of its sole director. At a meeting of the shareholder held expressly for the purpose of voting on the Plan of Merger, 1000 votes were entitled to vote thereon. At the meeting, 1000 votes were voted in favor of the plan of merger and 0 votes were cast against it.

6. **Articles of Incorporation.** The Articles of Incorporation of Golden Valley Transportation, Inc., the surviving corporation, will remain in effect. The name is changed to Progressive Logistics, Inc. Its principal office address is changed to 980 B Main Avenue West, Jerome, Idaho, 83338. The following provisions are added to the Articles of Incorporation:

ARTICLE XII PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided in Nevada Revised Statutes Section 78.267 or any successor statute thereto.

ARTICLE XIII CUMULATIVE VOTING

Every shareholder entitled to vote at an election of directors shall be entitled to as many votes as shall equal the number

of shares held by him multiplied by the number of directors to be elected, and each shareholder may cast all of such votes for a single director or may distribute them among the number to be voted for or any two (2) or more of them as he may see fit.

7. **Principal Office.** The principal office of the surviving corporation in the State of Idaho shall be located at 980 B Main Avenue West, Jerome, Idaho, 83338.

8. **Plan of Merger.** A copy of the Plan of Merger is attached hereto as Exhibit "A".

9. **Effective Date and Time.** The merger of the corporations shall be effective at twelve o'clock midnight on December 31, 2000 (one minute before 12:01 A.M. on January 1, 2001) or when the Articles of Merger are filed, if later.

**GOLDEN VALLEY TRANSPORTATION, INC.,
a Nevada Corporation**

By: L. D. Miller, III Chairman
L. D. Miller, III Chairman

GILTNER, INC., an Idaho Corporation

By: Douglas Blevins President
Douglas Blevins President

AGREEMENT AND PLAN OF MERGER

GOLDEN VALLEY TRANSPORTATION, INC., a Nevada Corporation

AND

GILTNER, INC., an Idaho Corporation

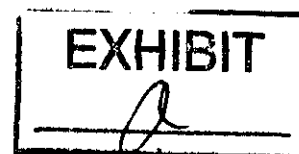
Pursuant to the provisions of Chapter 92A of the Nevada Revised Statutes and Title 30, Chapter 1, Part II of the Idaho Code, the undersigned corporations adopt the following Agreement and Plan of Merger for the purpose of merging into a single Nevada corporation:

1. **Names of Constituent Corporations.** The names and addresses of the undersigned corporations and the states under the laws of which each is organized are:

<u>Name of Corporation</u>	<u>State</u>
Golden Valley Transportation, Inc. 504 North 3500 East Lewisville, Idaho 83431	Nevada
Giltner, Inc. 980 B Main Avenue West Jerome, Idaho 83338	Idaho

2. **Terms of Merger.** The terms and conditions of the proposed merger are:

- (a) Giltner, Inc., an Idaho corporation ("Giltner") will be merged with and into Golden Valley Transportation, Inc., a Nevada corporation ("Golden Valley"), pursuant to Chapter 92A of the Nevada Revised Statutes and Title 30, Chapter 1, Part II of the Idaho Code.
- (b) The separate existence of Giltner shall cease.
- (c) Golden Valley will be the surviving corporation and will remain a Nevada corporation.
- (d) The name of the surviving corporation will be changed to "Progressive Logistics, Inc."



3. **Manner and Basis of Converting Shares.** The manner and basis of converting the share of each constituent corporation into shares of the surviving corporation is as follows:

- (a) The sole shareholder of Giltner will receive Seven Thousand (7,000.00) shares of the common capital of Golden Valley by reason of such merger.
- (b) The sole shareholder of Golden Valley will continue to hold its stock in that corporation. A stock dividend will be issued before the merger to increase the outstanding stock held by such shareholder to Three Thousand (3,000) shares.

4. **Articles of Incorporation.** The Articles of Incorporation of Golden Valley, the surviving corporation, will remain in effect. The name will be changed to Progressive Logistics, Inc. Its principal office address will be changed to 980 B Main Avenue West, Jerome, Idaho, 83338. The following provisions will be added to the Articles of Incorporation:

ARTICLE XII PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided in Nevada Revised Statutes Section 78.267 or any successor statute thereto.

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5. **Principal Office.** The principal office of the surviving corporation in the State of Idaho shall be located at 980 B Main Avenue West, Jerome, Idaho, 83338.

6. **Effective Date and Time.** The merger of the corporations shall be effective at twelve o'clock midnight on December 31, 2000 (one minute before 12:01 A.M. on January 1, 2001) or when the Articles of Merger are filed, if later.

**GOLDEN VALLEY TRANSPORTATION,
INC., a Nevada Corporation**

By: 
L. D. Miller, III Chairman

GILTNER, INC., an Idaho Corporation

By:  
Douglas Blevins President

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