

# State of Idaho

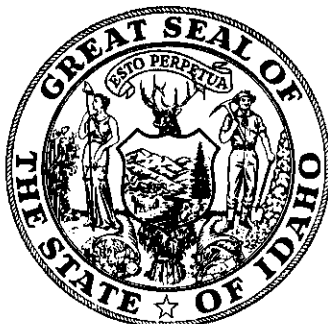
## Department of State

### 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 PRODATA, INC., an Idaho corporation, into BUSINESS ENTERPRISE SYSTEMS AND TECHNOLOGY, INC., a Washington corporation, 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: September 11, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Greg J. Clark*

SEP 11 4 12 PM '95

# ARTICLES OF MERGER

SEP 8 11 12 AM '95

Pursuant to RCW 23B.11.040 and Idaho Code § 30-1-75, the undersigned corporation hereby submits the following Articles of Merger for filing with the Secretary of State and the Idaho Secretary of State, for the purpose of merging Prodata, Inc., an Idaho corporation (the "Subsidiary") with and into Business Enterprise Systems and Technology, Inc., a Washington corporation (the "Parent").

1. The Plan of Merger between the Subsidiary and the Parent, duly approved by the Parent's Board of Directors, is attached hereto as **Exhibit A** and incorporated herein by this reference.
2. The Parent owns 39,850 shares of the Subsidiary's common stock which constitutes 100% of the issued and outstanding stock of all series and classes. Shareholder approval of the merger was not required.
3. There are no shareholders of the Subsidiary other than the Parent, therefore, a copy of the Plan of Merger was not mailed to the shareholder.
4. Upon the effectiveness of these Articles of Merger and pursuant to the Plan of Merger, the name of the Parent shall be Business Enterprise Systems and Technology, Inc.
5. These Articles of Merger shall be effective as of the later of September 7, 1995, or the date these Articles of Merger are filed with the Secretary of State.

DATED this 7 day of September, 1995.

BUSINESS ENTERPRISE SYSTEMS  
AND TECHNOLOGY, INC.

By: Lester M. LeRoss  
Lester M. LeRoss

Its: President

IDAHO SECRETARY OF STATE  
9/8/95 9:00:00 AM  
Customer # 49371  
IVC960012773 49152  
CERTIFIED COPIES  
6 @ 10.00 = 60.00

IDAHO SECRETARY OF STATE  
9/8/95 9:00:00 AM  
Customer # 49371  
IVC960012773 32768  
CORPORATION EXPEDITED SUR CHARGE  
1 @ 20.00 = 20.00

IDAHO SECRETARY OF STATE  
9/8/95 9:00:00 AM  
Customer # 49371  
IVC960012773 16384  
CORPORATION MERGER  
1 @ 30.00 = 30.00

IDAHO SECRETARY OF STATE  
9/8/95 9:00:00 AM  
Customer # 49371  
IVC960012773 81920  
CORPORATION COPIES AT 25 CENTS  
6 @ 0.25 = 1.50

**PLAN OF MERGER OF 100% OWNED  
SUBSIDIARY CORPORATION**

Pursuant to RCW 23B.11.040 and Idaho Code § 30-1-75 the Plan of Merger of Prodata, Inc., an Idaho corporation (the "Subsidiary"), with and into Business Enterprise Systems and Technology, Inc., a Washington corporation (the "Parent") is as follows:

1. The Parent owns 100% of the issued and outstanding shares of the common stock of the Subsidiary. There is no other class of stock authorized.
2. On the effective date of the merger, all of the issued and outstanding shares of common stock in the Subsidiary shall be cancelled. All of the issued and outstanding shares for the parent corporation shall remain unaffected; no additional shares thereof shall be issued as a result of the merger.
3. There are no shareholders of the Subsidiary other than the Parent, therefore, a copy of this Plan of Merger will not be mailed to the shareholder.

BUSINESS ENTERPRISE SYSTEMS  
AND TECHNOLOGY, INC.

By:  \_\_\_\_\_  
Lester M. LeRoss

Its: President

Date: 9/7/95

SENT BY:SHORT CRESSMAN BURGESS: 9-11-95 : 3:51PM :

Short Cressman- Idaho Sec. of State:# 3/ 3

SENT BY:SHORT CRESSMAN BURGESS: 9-11-95 :10:52AM :

Short Cressman-

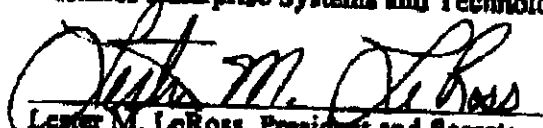
### CONSENT TO SERVICE OF PROCESS/APPOINTMENT OF AGENT

Pursuant to Idaho Code Section 30-1-77, the undersigned corporation hereby submits for filing with the Idaho Secretary of State this consent to Service of Process and irrevocable appointment of the Secretary of State as its agent to accept Service of Process in Idaho in connection with the merger of Prodata Inc., an Idaho corporation, with and into Business Enterprise Systems and Technology, Inc., a Washington corporation.

1. The undersigned corporation hereby consents to be served with process in Idaho in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new corporation.

2. The undersigned Corporation hereby consents to the irrevocable appointment of the Secretary of State of Idaho as its agent to accept service of process in any such proceeding.

Business Enterprise Systems and Technology, Inc.

  
Lester M. LeRoss, President and Secretary  
Date: 9/11/95

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