

88208

# 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 DIAMOND MACHINING, INC., an Idaho corporation, into DIAMOND Z TRAILER, INC., an Idaho 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: July 5, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

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SEC. OF STATE

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ARTICLES OF MERGER OF DIAMOND MACHINING, INC.  
INTO DIAMOND Z TRAILER, INC.

DIAMOND Z TRAILER, INC., dba DIAMOND Z MANUFACTURING, INC., a corporation organized under the law of the State of Idaho (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging DIAMOND MACHINING, INC., a corporation organized under the law of the State of Idaho (the "Merging Corporation"), with and into the Surviving Corporation, adopted by their respective boards of directors on the 28<sup>th</sup> day of February, 1995.

The following plan of merger was duly approved in the manner prescribed by law by the shareholders of each of the corporations participating in the Merger:

1. Corporations Participating in Merger. DIAMOND MACHINING, INC. will merge with and into DIAMOND Z TRAILER, INC., which shall be the surviving corporation.

2. Name of Surviving Corporation. After the Merger, the Surviving Corporation will retain the name DIAMOND Z TRAILER, INC., dba DIAMOND Z MANUFACTURING, INC.

3. Merger. The merger of the Merging Corporation with and into the Surviving Corporation will be affected pursuant to the terms and conditions of this plan. Upon the merger's becoming effective, the corporate existence of the

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Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the Merger becomes effective is hereinafter referred to as the "Effective Time."

4. Conversion of Shares. At the Effective Time, each issued and outstanding share of Merging Corporation shall be tendered to Surviving Corporation, which shall convert every one thousand such shares into one share of Surviving Corporation and issue the same to the shareholders of Target Corporation according to their proportionate interests in Target Corporation immediately prior to the Effective Time.

5. Amendments to Articles of Incorporation. The Articles of Incorporation of Surviving Corporation in effect as of the Effective Time shall remain the Articles of Incorporation without amendment.

6. Shareholders' Vote. There is one class of shares of Surviving Corporation entitled to vote on the merger, with 100 total number of shares outstanding. There is one class of shares of Merging Corporation entitled to vote on the merger with 10,000 total number of shares outstanding. All shares of both corporations have voted and approved of the merger.

7. Effective Date of Merger. The Merger will become effective upon filing of this plan.

This the 30th day of June, 1995.

DIAMOND 2 TRAILER, INC.

By Robert R. Marshall  
Its President

By Steve Paul  
Its Secretary

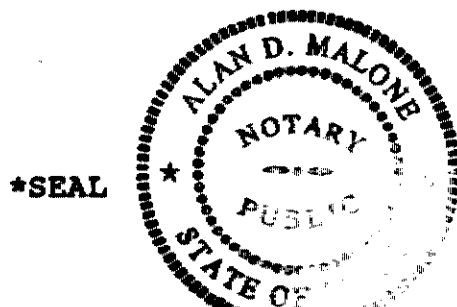
DIAMOND MACHINING, INC.

By Robert R. Marshall  
Its President

By [Signature]  
Its Secretary

STATE OF IDAHO )  
County of Canyon ) ss.

On this 30th day of June, 1995,  
before me a Notary Public for the State of Idaho, personally  
appeared Robert Marshall known or identified to  
me to be the President of the corporation that  
executed the instrument or the person who executed the  
instrument on behalf of said corporation, and acknowledged  
to me that such corporation executed the same.



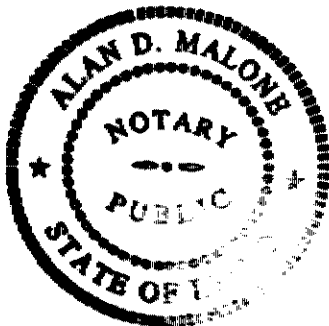
Alan D. Malone  
NOTARY PUBLIC FOR IDAHO  
Residence: Meridian, ID  
My commission expires: 4-13-2003

STATE OF IDAHO )

County of Canyon )

ss.

On this 30th day of June, 1995,  
before me a Notary Public for the State of Idaho, personally  
appeared Kathi Zehr known or identified to  
me to be the President of the corporation that  
executed the instrument or the person who executed the  
instrument on behalf of said corporation, and acknowledged  
to me that such corporation executed the same.



\*SEAL

[Signature]  
NOTARY PUBLIC FOR IDAHO  
Residence: Meridian, ID  
My commission expires: 4-13-2003