

FILED EFFECTIVE

**ARTICLES OF MERGER
OF
12 OAKS, LLC
INTO
NCS CONSOLIDATION, LLC**

(UNDER SECTION 53-661 OF THE IDAHO LIMITED LIABILITY COMPANY ACT)

STATE OF IDAHO

2004 NOV 10 AM 9:28

NCS Consolidation, LLC hereby certifies that:

- (1) The name and state of formation of each of the constituent companies (the "Companies") are:
 - (a) 12 Oaks, LLC, an Idaho limited liability company; and
 - (b) NCS Consolidation, LLC, a Delaware limited liability company.
- (2) An agreement of merger has been approved, adopted, certified, executed and acknowledged by the Companies in accordance with the provisions of subsection (1) of Section 53-661 of the Idaho Limited Liability Company Act.
- (3) The name of the surviving company is NCS Consolidation, LLC, a Delaware limited liability company.
- (4) The merger of the Companies shall be effective upon the filing of these Articles of Merger.
- (5) The executed agreement of merger is on file at the principal place of business of NCS Consolidation, LLC at 600 North Pearl Street, Suite 2260, Dallas, Texas 75201.
- (6) A copy of the agreement of merger will be furnished by NCS Consolidation, LLC on request and without cost, to any member of any of the Companies.
- (7) The surviving entity is a limited liability company of the State of Delaware and agrees:
 - (a) that it may be served with process in Idaho in any proceeding for enforcement of any obligation of 12 Oaks, LLC, as well as for enforcement of any obligation of the surviving business entity arising from the merger; and
 - (b) appoints the Secretary of State as its agent for service of process in any such proceeding and a copy of the process shall be mailed to it at the following address: 600 North Pearl Street, Suite 2260, Dallas, Texas 75201.

IDAHO SECRETARY OF STATE
11/18/2004 05:00
CK: 5228 CT: 171431 DN: 777255
1 @ 38.00 = 38.00 LLC MERGER # 2

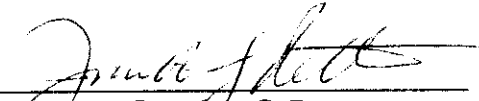
W 20899

IN WITNESS WHEREOF, NCS Consolidation, LLC has caused this certificate to be signed by its sole and managing member on the 9th day of November, 2004.

NCS Consolidation, LLC

By: NCS Real Estate Holdings, LLC
Its managing member

By: NCS I LLC
Its managing member

By: 
Name: Jonathan S. Pettee
Title: Vice President