

State of Idaho

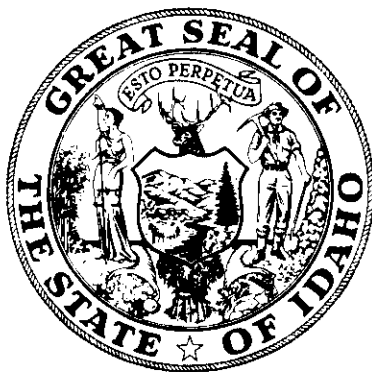


CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of SABOL AND RICE OF IDAHO, INC., an Idaho corporation, into SABOL AND RICE, INC., a Utah corporation, duly signed and verified 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 January 22, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

JAN 22 3 11 PM '91
ARTICLES OF MERGER, SEC. OF STATE
SABOL AND RICE OF IDAHO, INC. THE STATE
SABOL AND RICE, INC.
90 DEC 11 AM 8 40

Pursuant to the provisions of Article 2 of the Utah Business Corporation Act, specifically, Title 16, Chapter 10, Sections 16-10-66 through 16-10-76, Utah Code Annotated 1953, as amended, and pursuant to Idaho Code Annotated § 30-1-77, Sabol and Rice, Inc., a Utah corporation ("S&R") adopts the following Articles of Merger for the purpose of merging Sabol and Rice of Idaho, Inc., an Idaho corporation ("Idaho") with and into S&R, to be the surviving corporation.

The attached Plan of Merger was approved by the Boards of Directors and by all shareholders of Idaho and S&R.

The terms and conditions of the proposed merger and the method of carrying the same into effect are set forth in the Plan of Merger attached hereto as Exhibit "A" and made apart hereof.

1. The number of outstanding shares of each class of capital stock of each corporation participating in the merger is:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>
Sabol and Rice, Inc.	Common	123,667
Sabol and Rice of Idaho, Inc.	Common	62,565

2. The number of outstanding shares of each class of capital stock of each corporation participating in the merger which were voted on July 1, 1990, for or against the merger is:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares Voted For</u>	<u>Number of Shares Voted Against</u>
Sabol and Rice, Inc.	Common	123,667	0
Sabol and Rice of Idaho, Inc.	Common	62,565	0

DATED this 3rd day of July, 1990.

SABOL AND RICE, INC.,
(Surviving Corporation)

ATTEST:

Robert Rice
Robert Rice, Secretary

By George J. Sabol
George J. Sabol, President

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, PAULUS T. SVEDIN, a notary public, do hereby certify that on this 3 day of July, 1990, personally appeared before me George J. Sabol and Robert Rice, who being

by me first duly sworn, declared that they are the President and Secretary of Sabol and Rice, Inc., a Utah corporation, that they executed the foregoing Articles of merger on behalf of Sabol and Rice, Inc., as President and Secretary of the Corporation, and that the statements therein contained are true.



Paulus T. Svedin
NOTARY PUBLIC
Residing At: SLC, UT
My Commission Expires: 8/3/94

SABOL AND RICE OF IDAHO, INC.
(Merged Corporation)

ATTEST:

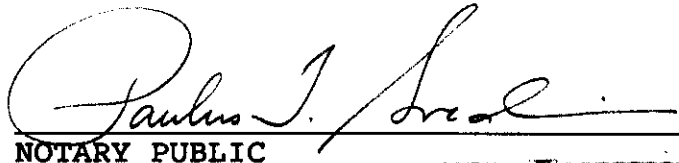
Robert Rice
Robert Rice, Secretary

By Keith Robertson
Keith Robertson, President

STATE OF UTAH)
COUNTY OF SALT LAKE) ss.

I, PAULUS T. SVEDIN, a notary public, do hereby certify that on this 3 day of July, 1990, personally appeared before me Keith Robertson and Robert Rice, who being by me first duly sworn, declared that they are the President and Secretary of Sabol and Rice of Idaho, Inc., an Idaho corporation, that they executed the foregoing Articles of

Merger on behalf of Sabol and Rice, Inc., as President and Secretary of the Corporation, and that the statements therein contained are true.


NOTARY PUBLIC

My Commission Expires:

8/3/94

Residing At:

SLC, WA



CDN6282V

PLAN OF MERGER

This PLAN OF MERGER effective the 1st day of July, 1990, and is by and between Sabol and Rice, Inc., a Utah corporation (hereinafter called "S&R" or "surviving corporation"), and Sabol and Rice of Idaho, Inc., an Idaho corporation (hereinafter called "Idaho"). The two corporations, S&R and Idaho are hereinafter sometimes called the "constituent corporations".

R E C I T A L S

A. S&R is a corporation organized and existing under and by virtue of the laws of the State of Utah with its principal office located in Salt Lake City, Utah.

B. S&R has a capitalization consisting of 1,000,000 authorized shares of common stock with a par value of \$1.00 per share, of which 123,667 shares are issued and outstanding.

C. Idaho is a corporation organized and existing under and by virtue of the laws of the State of Idaho with its principal office located in Boise, Idaho.

D. Idaho has a capitalization consisting of 100,000 authorized shares of common stock with a par value of \$1.00 per share, of which 62,565 shares are issued and outstanding.

E. The respective Boards of Directors of the constituent corporations have determined that it is advisable for business purposes to merge Idaho into S&R on the terms and conditions hereinafter set forth, all in accordance with the applicable provisions of the laws of the State of Utah, as set forth in Article 2 of the Utah Business Corporation Act and the provisions set forth in Article 1 of the Idaho General Business Corporations Code.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and provisions hereinafter contained, the parties hereto agree that Idaho shall be merged into S&R and that the terms and conditions of the merger, the method of carrying the same into effect and the manner and basis of converting the shares of Idaho into shares of S&R shall be as hereinafter set forth.

ARTICLE I

S&R and Idaho shall be merged into a single corporation in accordance with the applicable provisions of the laws of the State of Utah and Idaho, by merging Idaho into S&R. S&R shall be the surviving corporation. The separate existence of Idaho shall cease and the existence of S&R shall continue unaffected and unimpaired by the merger and S&R shall continue to have all rights, privileges, immunities and powers and be subject to all the duties and liabilities of a corporation organized under the laws of the State of Utah.

ARTICLE II

1. The Articles of Incorporation and Bylaws of S&R shall continue to be Articles of Incorporation of the surviving corporation following the effective date of the merger, until the same shall be altered or amended.

2. The directors and officers of S&R in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of S&R following the effective date of the merger for the term elected until their respective successors shall be elected or appointed and qualified.

ARTICLE III

The manner and basis of converting or otherwise dealing with the outstanding shares of stock of each of the constituent corporations shall be as follows:

(i) There shall be no change of any type or kind with respect to the current authorized, issued or outstanding stock of S&R.

(ii) All issued and outstanding stock of Idaho shall be returned by the shareholders thereof to Idaho for cancellation.

(iii) New stock shall be issued by the surviving corporation to all shareholders of record of Idaho as of the date of this Plan of Merger. Each shareholder of Idaho shall receive .3023243 shares of common stock of S&R for each one (1) share of stock of Idaho held by the shareholder.

(iv) The number of authorized shares of capital stock of the surviving corporation shall continue to be 1,000,000 shares of common stock.

ARTICLE IV

Upon this merger becoming effective (i) the surviving corporation shall possess all of the rights, privileges, powers and franchises, whether of a public or private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporation; (ii) the surviving corporation shall be vested with all property, real, personal and mixed, all debts due to said constituent corporations on whatever account, as well as all other choses in action or belonging to the constituent corporations; and (iii) all property, rights, privileges, powers and franchises of the constituent corporations shall be thereafter as effectually the property of the surviving corporation as they were of the constituent corporations and all rights of creditors and all liens upon the property of the constituent corporations shall be preserved unimpaired, limited in the lien to the property affected by such liens immediately prior to the effective date of his Plan of Merger, and all debts, liabilities and duties of the constituent corporations shall thenceforth attach to and be assumed by the surviving corporation, and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contacted by it.

ARTICLE V

S&R shall pay all expenses of accomplishing the merger.

ARTICLE VI

If at any time S&R shall consider or be advised that further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in S&R the title to any property or rights of Idaho, or otherwise to carry out the provisions hereof, the officers and directors of Idaho as of the effective date of the merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in S&R and otherwise to carry out the provisions hereof.

ARTICLE VII

Each of the constituent corporations shall take all actions, cause all actions to be taken, or cause to be done all things necessary, proper or advisable under the laws of the State of Utah to consummate and make effective this merger, subject, however, to the appropriate vote or consent of the shareholders of each of the constituent corporations as may be required in accordance with the requirements of the applicable provisions of the laws of the State of Utah.

ARTICLE VIII

The effective date of the merger shall be the date noted as the effective date of this Plan of Merger, or if not so permitted under the law, then the date when the Articles of Merger are accepted for recording by the Corporations and Commercial Code Division of the Department of Business Regulation of the State of Utah.


IN WITNESS WHEREOF, the corporate parties hereto, pursuant to authority given by their respective Boards of Directors, have caused this Plan of Merger to be entered into and signed by their respective Directors, Presidents or Vice Presidents, and to be attested by their respective Secretaries or Assistant Secretaries, all as of the date and year first above written.

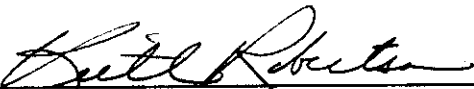
Dated this 3 day of July, 1990.

CORPORATIONS

Sabol and Rice of Idaho, Inc., an
Idaho corporation (merged
corporation)

Attest:


Robert Rice,
Secretary

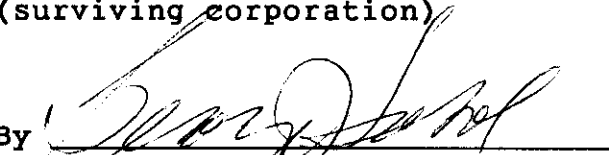
By 
Keith Robertson,
Its President

Sabol and Rice, Inc., a Utah
corporation
(surviving corporation)

Attest:

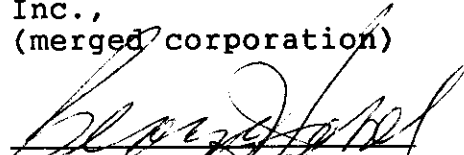

Robert Rice
Secretary

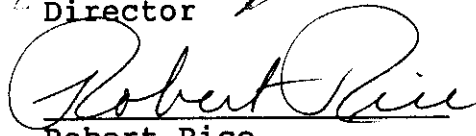
By



George J. Sabol
President

BOARDS OF DIRECTORS

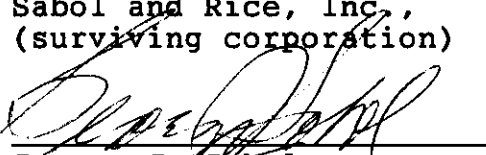
Sabol and Rice of Idaho,
Inc.,
(merged corporation)

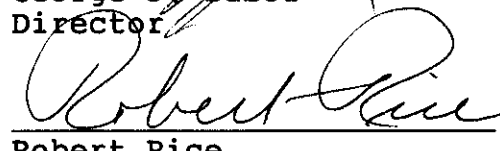

George J. Sabol
Director

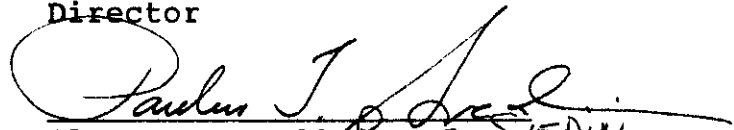

Robert Rice
Director


Keith Robertson
Director

Sabol and Rice, Inc.,
(surviving corporation)


George J. Sabol
Director


Robert Rice
Director


~~Clement F. Tebbbs~~ SVEDIN
Director PAULUS T.

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AGREEMENT

RECEIVED
SEC. OF STATE
SECRETARY OF STATE
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Sabol and Rice, Inc., a Utah corporation, hereby agrees as follows:

1. That Sabol and Rice, Inc. may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of Sabol and Rice of Idaho, Inc., an Idaho corporation, which shall be merged into Sabol and Rice, Inc. with Sabol and Rice, Inc. as the surviving corporation and also may be served with process for the enforcement of any rights of a dissenting shareholder of Sabol and Rice of Idaho, Inc. against Sabol and Rice, Inc.

2. That the Secretary of State of the State of Idaho is hereby irrevocably appointed as agent to accept service of process in any of the proceedings set forth in paragraph 1 above for and on behalf of Sabol and Rice, Inc., a Utah corporation.

3. Sabol and Rice, Inc. agrees to promptly pay to any dissenting shareholder of Sabol and Rice of Idaho, Inc. the amount, if any, to which the dissenting shareholder shall be

entitled under the provisions of the Idaho General Business Corporations Act with respect to the rights of dissenting shareholders.

DATED this 3 day of July, 1990.

SABOL AND RICE, INC., a Utah corporation

Attest:

Robert Rice
Robert Rice, Secretary

By: George J. Sabol
George J. Sabol, President

STATE OF UTAH)
COUNTY OF SALT LAKE) ss.

I, PAULUS T. SVEDIN, a Notary Public hereby certify that on this 3 day of July, 1990, personally appeared before me George J. Sabol and Robert Rice, who being by me first duly sworn declare that they are the President and Secretary of Sabol and Rice, Inc., a Utah corporation, that they executed the foregoing agreement on behalf of Sabol and Rice, Inc. as President and Secretary of the corporation, and that the statements therein contained are true.



Paulus T. Svedin
NOTARY PUBLIC
Residing at: _____
My Commission Expires: _____

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