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10 MAR 18 PM 3:44

SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER

OF

W. E. GUNDY AND ASSOCIATES, INC.,

a California corporation,

WITH AND INTO

W. E. GUNDY AND ASSOCIATES, INC.,

an Idaho corporation

*In accordance with the Idaho Entity Transactions Act
(Idaho Code Sections 30-18-101 et seq.)*

and

Sections 1100-1113, as applicable, of the California Corporations Code

W. E. GUNDY AND ASSOCIATES, INC., an Idaho corporation ("**WEGAI ID**") and
W. E. GUNDY AND ASSOCIATES, INC., a California corporation ("**WEGAI CA**"), DO
HEREBY CERTIFY as follows:

1. The constituent corporations in the merger (the "**Merger**") are WEGAI ID, an Idaho corporation, with its principal place of business at 110 Hyndman Court, Hailey, ID 83333, and WEGAI CA, a California corporation, with its principal place of business at 110 Hyndman Court, Hailey, ID 83333.
2. A Merger Agreement and Plan of Reorganization (the "**Plan of Merger**") has been duly authorized and approved by the Board of Directors and sole Shareholder of WEGAI ID in accordance with the Idaho Entity Transactions Act ("**IETA**") and in compliance with Section 30-1-1104 of the Idaho Business Corporation Act.
3. The Plan of Merger has been duly authorized and approved by the Board of Directors and Shareholders of WEGAI CA in accordance with Sections 1100-1113 of the California Corporations Code, as applicable (the "**CA Code**").
4. Pursuant to the Plan of Merger and in accordance with IETA, WEGAI CA is being merged with and into WEGAI ID, with WEGAI ID being the surviving corporation in the Merger (the "**Surviving Corporation**").

IDAHO SECRETARY OF STATE
03/18/2010 05:00
CK: 120428 CT: 1177 DM: 1213567
1 @ 30.00 = 30.00 STATE MERGE # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

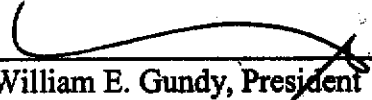
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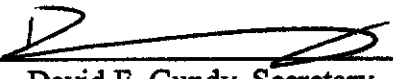
5. The address of the Surviving Corporation where copies of process may be sent by the Idaho Secretary of State is P.O. Box 2900, Hailey, ID 83333.
6. The Merger is effective as of 12:01 a.m., Mountain Daylight Savings Time, on April 1, 2010, upon filing an executed counterpart of this Statement of Merger with the Idaho Secretary of State pursuant to the IETA, and upon filing a certified copy thereof with the California Secretary of State, pursuant to the CA Code.

IN WITNESS WHEREOF, WEGAI ID and WEGAI CA have caused this Statement of Merger to be executed by their respective authorized officers this 17th day of March, 2010.

WEGAI ID:


**W. E. GUNDY AND ASSOCIATES, INC.,
an Idaho corporation**


By: 
William E. Gundy, President

By: 
David E. Gundy, Secretary

WEGAI CA:

**W. E. GUNDY AND ASSOCIATES, INC., a
California corporation**

By: 
William E. Gundy, President

By: 
David E. Gundy, Secretary