

FILED EFFECTIVE

**Articles of Merger
of
TEC-Distributing of Idaho, LLC
and
Globil, Inc. d/b/a Bonneville Distributors of Idaho Falls**

05 NOV 23 PM 12: 22

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to Title 53, Chapter 6 and Title 30, Chapter 1 of the Idaho Statutes, the limited liability company and corporations herein named do hereby submit the following Articles of Merger:

1. Attached to and forming a part of these Articles of Merger is the Plan and Agreement of Merger for merging Globil, Inc. d/b/a Bonneville Distributors of Idaho Falls, an Idaho corporation ("Bonneville Distributors") hereinafter sometimes referred to as the "Merged Corporation", with and into TEC-Distributing of Idaho, LLC, an Idaho limited liability company ("Surviving Company").
2. The Plan and Agreement of Merger was adopted by the Sole Director of the Merged Corporation, on April 28, 2004 and was approved by the sole shareholder of the Merged Corporation, on April 28, 2004, all in accordance with the requirements of Title 30, Chapter 1 of the Idaho Statutes.
3. The Plan and Agreement of Merger was approved by resolution adopted by the sole Member of the Surviving Company, on April 28, 2004, all in accordance with the requirements of Title 53, Chapter 6 of the Idaho Statutes.
4. The Plan and Agreement of Merger is on file at the place of business of the Surviving Company, located at 67 West Huron, Pontiac, Michigan 48342.
5. A copy of the Plan and Agreement of Merger will be furnished by the Surviving Company, on request and without cost, to any person holding an interest in the Surviving Company or the Merged Corporation.
6. L. Thornton Edwards is the sole shareholder of the Merged Corporation, owning all 600 issued shares of the 600 authorized shares of stock, and by unanimous vote approves this Plan and Agreement of Merger.
7. L. Thornton Edwards is the sole member of the Surviving Company, owning all 100 units of membership interest, and by unanimous vote approves this Plan and Agreement of Merger.
8. The merger herein provided for shall be effective on the date that these Articles of Merger are filed with the Idaho Secretary of State.

[Signature Page Follows]

IDAHO SECRETARY OF STATE
11/23/2005 05:00
CK: 6354527 CT: 174438 BH: 923662
1 @ 30.00 = 30.00 MERGER # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 84129

Executed on April 28, 2004.

TEC-Distributing of Idaho, LLC

L. Thornton Edwards

Its:

President

Globil, Inc. d/b/a Bonneville Distributors of
Idaho Falls

Attest:

L. Thornton Edwards
Secretary

By:

L. Thornton Edwards

Its:

President

**Plan and Agreement of Merger
of
TEC-Distributing of Idaho, LLC
and
Globil, Inc. d/b/a Bonneville Distributors of Idaho Falls**

This Plan and Agreement of Merger is made as of the 28th day of April, 2004, by and between Globil, Inc. d/b/a Bonneville Distributors of Idaho Falls ("Bonneville Distributors"), an Idaho corporation, hereinafter sometimes referred to as the "Merged Corporation," and TEC-Distributing of Idaho, LLC, an Idaho limited liability company ("TEC-Distributing,") hereinafter sometimes referred to as the "Surviving Company".

WHEREAS, the respective members of the Board of Directors of TEC-Distributing and Bonneville Distributors have adopted resolutions recommending that Bonneville Distributors merge with and into TEC-Distributing, pursuant to the terms and conditions of this Plan and Agreement of Merger and in accordance with the requirements of the Idaho Limited Liability Company Act, §§ 53-601 *et. seq.* and the Idaho General Business Corporations Act, §§ 30-1-1101 *et. seq.* (collectively, the "Acts"); and

WHEREAS, TEC-Distributing intends to continue to operate the business of the Merged Corporation under the name of TEC-Distributing of Idaho, LLC; and

WHEREAS, the sole shareholder of the Merged Corporation entitled to vote on this Plan and Agreement of Merger and the sole member of the Surviving Company, have approved the merger of Bonneville Distributors with and into TEC-Distributing pursuant to the terms and conditions of this Plan and Agreement of Merger and in accordance with the requirements of the Acts; and

NOW, THEREFORE, in consideration of the premises and the mutual provisions, agreements and covenants herein contained, the Merged Corporation and the Surviving Company agree as follows:

1. L. Thornton Edwards is the sole shareholder of the Merged Corporation, owning all 600 issued shares of the 600 authorized shares of stock, and by unanimous vote approves this Plan and Agreement of Merger.
2. L. Thornton Edwards is the sole member of the Surviving Company, owning all 100 units of membership interest, and by unanimous vote approves this Plan and Agreement of Merger.
3. Bonneville Distributors shall merge with and into TEC-Distributing, pursuant to the provisions of the Acts.
4. TEC-Distributing shall be the Surviving Company. The separate corporate existence of Bonneville Distributors shall cease at the effective time and date of the merger.
5. The Surviving Company shall continue to operate the business of the Merged Corporation under the name of TEC-Distributing of Idaho, LLC d/b/a Golden Eagle Sales.

6. The current Operating Agreement of the Surviving Company will continue in full force and effect as the Operating Agreement of the Surviving Company.

7. The Member of the Surviving Company at the effective time and date of the merger shall be the Member of the Surviving Company from and after the merger, in accordance with the Operating Agreement of the Surviving Company.

8. Each share of the common stock of the Merged Corporation issued and outstanding shall be converted into a membership interest of the Surviving Company. L. Thornton Edwards, currently the sole member of the Surviving Company, shall remain the sole member of the Surviving Company following the merger contemplated herein.

9. (a) The Surviving Company shall possess all the rights, privileges, immunities and franchises of a public nature, as well as of a private nature, of the Merged Corporation and shall assume all restrictions, liabilities and duties of the Merged Corporation.

(b) All property, real, personal and mixed and all debts due on whatever account and every interest, of or belonging to or due to the Merged Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed.

(c) Title to any real estate, or any interest therein, vested in the Merged Corporation shall not revert or be in any way impaired by reason of the merger.

(d) The Surviving Company shall be responsible and liable for all the liabilities and obligations of the Merged Corporation.

(e) Any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted to judgment as if the merger had not taken place, or the Surviving Company may be substituted as the party in interest.

(f) Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by the merger and all debts, liabilities and duties of the constituent corporations shall attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

10. The Merged Corporation and the Surviving Company agree that they will cause to be executed and filed any documents prescribed by the laws of the State of Idaho, and that they will cause to be performed all necessary acts within the State of Idaho and elsewhere to effectuate this Plan and Agreement of Merger.

11. The Boards of Directors and the proper officers of the Merged Corporation and Member of the Surviving Company are hereby authorized and directed to do any and all acts and things which are necessary or appropriate to effectuate the terms of this Plan and Agreement of Merger.

12. The merger herein provided for shall be effective on the date that the Articles of Merger are filed with the Idaho Secretary of State.

TEC-Distributing of Idaho, LLC

By: L. Thornton Edwards
Its: President

Globil, Inc. d/b/a Bonneville Distributors of
Idaho Falls

By: L. Thornton Edwards
Its: President