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State of Idaho

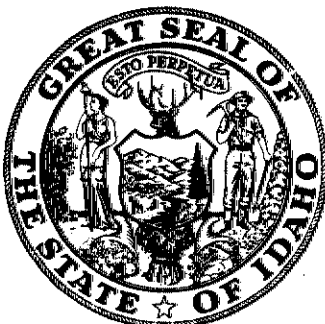
Department of State

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 GEM STATE PLUMBING & HEATING, INC., an Idaho corporation into PARROTT MECHANICAL, INC., an Idaho 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: December 30, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

ARTICLES OF MERGER

DEC 30 9 12 AM '94
SECRETARY OF STATE

TO: The Secretary of State of the State of Idaho

The undersigned corporations, pursuant to Section 30-1-74 of the Idaho Business Corporation Act, hereby execute the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference.
2. The name of the Surviving Corporation shall be **PARROTT MECHANICAL, INC.**
3. As to each of the undersigned corporations, the number of shares outstanding, all such shares being common stock of one class, entitled to vote on such Plan are as follows:

<u>Name of Corporation</u>	<u>No. of Shares Entitled to Vote</u>
Parrott Mechanical, Inc., an Idaho corporation	50,000
Gem State Plumbing & Heating, Inc., an Idaho corporation	1,000

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan are as follows:

<u>Name of Corporation</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
Parrott Mechanical, Inc., an Idaho corporation	50,000	-0-
Gem State Plumbing & Heating, Inc., an Idaho corporation	1,000	19941230 0900 53099 2 CK #: 128609- CUST# 4260 CORP 1@ 30.00= 30.00

5. The effective date of these Articles of Merger shall be January 1, 1995.

DATED this 29 day of December, 1994.

PARROTT MECHANICAL, INC., an Idaho Corporation

By *Deivona R. Rude*
Deivona R. Rude, President

By *Howard L. Rude*
Howard L. Rude, Secretary

"Parrott"

GEM STATE PLUMBING & HEATING, INC., an Idaho Corporation

By *Deivona R. Rude*
Deivona R. Rude, President

By *Howard L. Rude*
Howard L. Rude, Secretary

"Gem State"

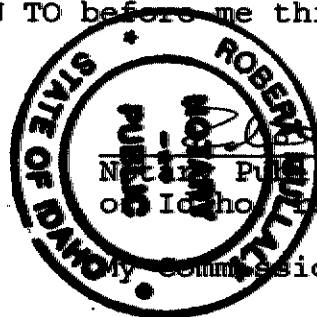
STATE OF IDAHO)
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) :ss
County of Kootenai)

HOWARD L. RUDE, being first duly sworn on oath, deposes and says:

That I am the Secretary of Parrott Mechanical, Inc.; that I have read the within and foregoing Articles of Merger; know the contents thereof, and believe the same to be true.

Howard L. Rude
HOWARD L. RUDE

SUBSCRIBED AND SWORN TO before me this 29 day of December, 1994.

 Robert Muley
Notary Public in and for the State of Idaho, residing at Council Bluffs
My Commission Expires 11/14/2000

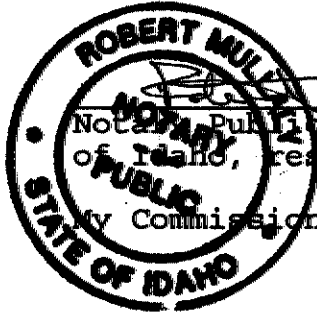
STATE OF IDAHO)
)
) :ss
County of Kootenai)

HOWARD L. RUDE, being first duly sworn on oath, deposes and says:

That I am the Secretary of Gem State Plumbing & Heating, Inc.; that I have read the within and foregoing Articles of Merger; know the contents thereof, and believe the same to be true.

Howard L. Rude
HOWARD L. RUDE

SUBSCRIBED AND SWORN TO before me this 29 day of December, 1994.

 Robert Muley
Notary Public in and for the State of Idaho, residing at Council Bluffs
My Commission Expires 11/14/2000

PLAN OF MERGER

THIS PLAN OF MERGER is by and between PARROTT MECHANICAL, INC., an Idaho corporation (hereinafter "Parrott" or the "Surviving Corporation"), and GEM STATE PLUMBING & HEATING, INC., an Idaho corporation (hereinafter "Gem State").

A. Parrott is a corporation organized and existing under and by virtue of the laws of the state of Idaho, having an authorized capitalization of fifty thousand (50,000) shares of common stock at a par value of One Dollar (\$1.00) per share, of which fifty thousand (50,000) shares are presently outstanding; and

B. Gem State is a corporation organized and existing under and by virtue of the laws of the state of Idaho, having an authorized capitalization of fifty thousand (50,000) shares of common stock at a par value of One Dollar (\$1.00) per share, of which one thousand (1,000) shares are presently outstanding; and

C. The Boards of Directors of Parrott and Gem State, the parties hereto, deem it desirable and in the best interests of the corporations and their shareholders that Gem State be merged into Parrott under Section 368 of the Internal Revenue Code of 1986;

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1. The merging corporations shall be merged into a single corporation by Gem State merging into and with Parrott, which shall survive the merger pursuant to the provisions of Section 30-1-71, et seq., of the Idaho Business Corporation Act. Upon such merger, the separate corporate existence of Gem State shall cease, and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the merging corporation, and the Surviving Corporation shall become subject to all debts and liabilities of the merging corporation in the same manner as if the Surviving Corporation had itself incurred them.

2. The name of the Surviving Corporation shall be Parrott Mechanical, Inc. The purposes, county where the principal office for the transaction of business shall be located, county where the registered office shall be located, number of directors, and the capital stock of the Surviving Corporation shall be as

appears in the Articles of Incorporation of the Surviving Corporation, and as hereinafter set forth.

3. The Articles of Incorporation of Parrott, and any amendments thereto, shall remain the same and in no way be affected or changed because of said merger.

4. The Bylaws of Parrott shall remain the same and in no way be affected or changed because of said merger.

5. The names and addresses of the persons who shall constitute the Board of Directors of the Surviving Corporation, and who shall hold office until the next annual meeting of the shareholders of the Surviving Corporation, are as follows:

Delvona R. Rude	6600 North Government Way Coeur d'Alene, Idaho 83814
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Howard L. Rude	6600 North Government Way Coeur d'Alene, Idaho 83814
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6. All shares of stock of Gem State shall be automatically canceled upon the merger without other action. After the effective date of the merger, holders of certificates of common stock in Gem State shall surrender their shares to Surviving Corporation, or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. No new shares of Parrott will be issued since the shareholders of both Gem State and Parrott are identical.

7. Neither Gem State nor Parrott shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan.

8. This Plan of Merger shall be submitted to the shareholders of the merging corporations for approval in the manner provided by the applicable laws of the state of Idaho. After approval by the vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of each corporation entitled to vote thereon, Articles of Merger shall be filed as required by the laws of the state of Idaho. **The Articles of Merger shall be effective on January 1, 1995.**

9. The directors of either merging corporation may, at their discretion, abandon this merger, subject to the rights of third parties under contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective officers thereunto duly authorized this 29 day of December, 1994.

PARROTT MECHANICAL, INC., an Idaho Corporation

By *Delvona Rude*
President

By *Thomas J. Rude*
Secretary

"Parrott"

GEM STATE PLUMBING & HEATING, INC., an Idaho Corporation

By *Delvona Rude*
President

By *Thomas J. Rude*
Secretary

"Gem State"