

ARTICLES OF MERGER OF
TM BROKERS, INC. (IDAHO) AND
TM BROKERS, INC. (MONTANA)

The undersigned, TM Brokers, Inc., a Montana corporation ("TMBMT"), and TM Brokers, Inc., an Idaho corporation ("TMBID"), collectively hereinafter sometimes called the "Constituent Corporations," hereby make the following Articles of Merger:

- (a) The Plan of Merger is attached hereto as Exhibit A and by this reference made a part hereof.
- (b) The number of shares outstanding for each corporation is as follows:
 - (1) TMBMT has outstanding 1 share of common stock without par value, the only class authorized; and
 - (2) TMBID has outstanding 20,000 shares of common stock, a par value of \$1.00 per share, the only class authorized.
- (c) As to each corporation, the number of shares voting for and against the Plan of Merger at meetings of the shareholders of each corporation as required by the Montana Business Corporation Act and the Idaho General Business Corporations Act, was as follows:

<u>Corporation</u>	<u>Voting for Merger</u>	<u>Voting Against Merger</u>
TMBMT	1	0
TMBID	20,000	0
- (d) Accordingly, the number of shares of each corporation voting for the Plan of Merger was sufficient for approval.
- (e) By the execution of these Articles of Merger, the undersigned Debra Moors, as Secretary of TMBMT hereby certifies that she has in her custody minutes properly reflecting the action by the shareholders of each corporation approving the merger.

IDAHO SECRETARY OF STATE

02/22/2000 09:00
CX: 3471 CI: 91448 DI: 292159

1 @ 30.00 = 30.00 MERGER # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 95675

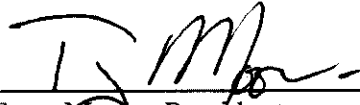
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STATE OF IDAHO

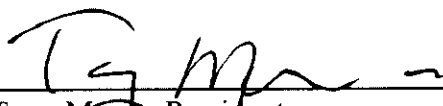
IN WITNESS WHEREOF, these Articles are executed this 18th day of
February, 2000.

TM BROKERS, INC., an Idaho Corporation



Tony Moors, President

TM BROKERS, INC., a Montana Corporation



Tony Moors, President

ATTEST:



Debra Moors, Secretary

PLAN OF MERGER

Agreement made this 18th day of February, 2000, by and between TM Brokers, Inc., an Idaho corporation ("TMBID"), and TM Brokers, Inc., a Montana corporation ("TMBMT").

RECITALS:

1. The parties desire that TMBID and TMBMT be merged pursuant to the Montana Business Corporation Act and the Idaho General Business Corporations Act into a single corporation existing under the laws of the State of Montana, namely, TMBMT which shall be the surviving corporation (such surviving corporation hereinafter shall sometimes be called the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a) (1) (F) of the Internal Revenue Code of 1986, as amended.

2. The authorized capital stock of TMBID consists of 100,000 shares of common stock with a par value of \$1.00 per share (hereinafter called "TMBID Common Stock"), of which 1,000 shares are issued and outstanding.

3. The authorized capital stock of TMBMT consists of 50,000 shares of common stock with no par value (hereinafter called "TMBMT Common Stock"), 1 share of which is issued and outstanding.

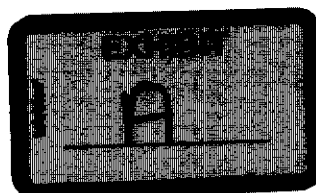
4. TMBID and TMBMT (which parties collectively hereinafter shall sometimes be called "Constituent Corporations") by resolution duly adopted have approved this Agreement by their respective boards of directors, in accordance with the provisions of the laws of the State of Montana and the State of Idaho, and the shareholders of both corporations have unanimously approved the merger, have authorized the execution of this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties as follows:

1. **Merger.** In accordance with the Montana Business Corporation Act and the Idaho General Business Corporations Act, TMBID shall be and it hereby is merged into TMBMT.

2. **Effective Date.** This Plan shall become effective on March 31, 2000, the time of such effectiveness being hereinafter called the Effective Date.

3. **Surviving Corporation.** TMBMT shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Montana, but the separate corporate existence of TMBID shall cease forthwith upon the Effective Date. The name of the Surviving Corporation from and after the Effective Date shall be TM Brokers, Inc.



4. **Articles of Incorporation.** The Articles of Incorporation of TMBMT as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

5. **Bylaws.** The Bylaws of TMBMT, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

6. **Status and Conversion of Shares of Stock.** The manner and basis of converting the shares of the TMBID Common Stock and the nature and amount of TMBMT Common Stock which the shareholders of TMBID Common Stock are to receive in exchange for their shares are as follows:

- (a) **Retirement of Organization Stock.** Immediately upon the Effective Date, the 1 share of TMBMT Common Stock presently issued and outstanding shall be retired, and no shares of TMBMT Common Stock or other securities of TMBMT shall be issued in respect thereof.
- (b) **Conversion of Outstanding Stock.** Immediately upon the Effective Date, each of the issued and outstanding shares of TMBID Common Stock and all rights in respect thereof shall be converted into 1 fully paid and nonassessable share of TMBMT Common Stock, and each certificate nominally representing shares of TMBID Common Stock shall for all purposes be deemed to evidence the holder's ownership of 1 share of TMBMT Common Stock for each share of TMBID Common Stock represented by the certificate. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of TMBMT Common Stock but, as certificates nominally representing shares of TMBID Common Stock are surrendered for transfer, TMBMT will cause to be issued certificates representing shares of TMBMT Common Stock and, at any time upon surrender by any holder of certificates nominally representing shares of TMBID Common Stock, TMBMT will cause to be issued therefor certificates for 1 share of TMBMT Common Stock for each share of the holder's TMBID Common Stock.

7. **Certain Effects of Merger.** On the Effective Date of the merger, the corporate existence and identity of TMBMT as the Surviving Corporation shall continue and all rights, privileges, powers and franchises of each of the Constituent Corporations shall be possessed by the Surviving Corporation subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations. All debts due to either TMBID or TMBMT on whatever account belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises, and all and every other interest shall thereafter be as effectively the property of the Surviving Corporation as they were of the several and respective Constituent Corporations. The title to any real estate vested by deed or otherwise under the laws of the State of Montana or the State of Idaho shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon any property of either

of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall upon the Effective Date of the merger attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred by the Surviving Corporation.

8. **Employees of Constituent Corporations.** The employees of the Constituent Corporations will become employees of the Surviving Corporation on the Effective Date of the merger.


9. **Supplementary Action.** If at any time any further assignments or instruments of assumption or any other things are necessary or desirable to vest or to perfect or to confirm of record in the Surviving Corporation the title to any property or the rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement, the proper officers and directors of the respective Constituent Corporations as of the Effective Date of the merger shall execute and deliver any and all proper deeds, assignments, and assurances, and do all necessary acts to perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions of this Agreement.

10. **Termination.** This Agreement may be terminated and the proposed merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement by the shareholders of TMBID, if the Board of Directors of TMBID or of TMBMT duly adopt a resolution abandoning this Agreement.

11. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when executed and delivered shall be an original, but all such counterparts shall constitute one and the same instrument. As used herein, "counterparts" shall include full copies of this Agreement signed and delivered by facsimile transmission, as well as photocopies of such facsimile transmissions.


IN WITNESS WHEREOF, this Agreement has been executed by the parties on the date first above written.

TM BROKERS, INC., an Idaho Corporation



Tony Moors, President

TM BROKERS, Inc., a Montana Corporation



Tony Moors, President