

FILED EFFECTIVE

STATEMENT OF MERGER

**OF
PLACER CREEK MINING COMPANY,
DIGI OUTDOOR MEDIA INC., and
PLACER CREEK OF NEVADA, INC.**

2014 AUG 18 AM 9:49

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to Idaho Code §30-18-205 and Nevada Revised Statutes §92A.200, the undersigned corporations hereby adopt the following Statement of Merger.

1. **Parties to Merger.** The parties to the merger are PLACER CREEK MINING COMPANY, an Idaho corporation (a merging entity), DIGI OUTDOOR MEDIA INC., a Nevada corporation (a merging entity), and PLACER CREEK OF NEVADA, INC., a Nevada corporation (the surviving entity).

2. **Plan of Merger.** Pursuant to the plan of merger, each of PLACER CREEK MINING COMPANY and DIGI OUTDOOR MEDIA INC. will merge with and into PLACER CREEK OF NEVADA, INC., and PLACER CREEK OF NEVADA, INC. will be the surviving entity.

3. **Amendment to Articles of Surviving Entity.** As of the effective date of the merger, the Articles of Incorporation of PLACER CREEK OF NEVADA, INC. shall be amended to change the name of the surviving entity to "DIGI OUTDOOR MEDIA, INC."

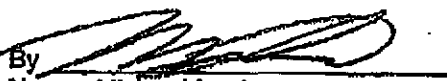
4. **Shareholder Approval.** The plan of merger was duly adopted by the Board of Directors and duly approved by the shareholders of all parties to the merger as required by the laws of the state of Idaho and the laws of the state of Nevada.

5. **Effective Time.** The merger shall be effective upon filing of the Statement of Merger with both the Nevada Secretary of State and the Idaho Secretary of State.

6. **Address of Surviving Entity.** The address of the surviving entity shall be 602 Cedar Street, #205, Wallace, Idaho, 83873.

Dated this 15th day of August, 2014.

PLACER CREEK MINING COMPANY
An Idaho Corporation

By 

Name: Michael Lavigne
Title: President

DIGI OUTDOOR MEDIA INC.
A Nevada Corporation

By 

Name: Donald MacCord
Title: CEO

PLACER CREEK OF NEVADA, INC.
A Nevada Corporation

By 

Name: Michael Lavigne
Title: President

IDAHO SECRETARY OF STATE

08/18/2014 05:00

CK: PREPAID CT: 3048 BH: 1437632

1@ 30.00 = 30.00 STMT MERGE #2

1@ 20.00 = 20.00 EXPEDITE C #3

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