



- 1. The Board of Directors and shareholders of Composed Color, Inc., an Idaho corporation, and the Board of Directors and shareholders of Printcraft Press, Inc. have approved a Plan of Merger under which Composed Color, Inc. will be rherged with and into Printcraft Press, Inc. Therefore, pursuant to Section 30-1-1105 of the Idaho Business Corporation Act, Printcraft Press, Inc. hereby adopts for filing with the Secretary of State for the State of Idaho these Articles of Merger.
- 2. The Plan of Merger is attached hereto as Exhibit "A" and by this reference made part hereof.
 - 3. Shareholder approval was required.
- 4. Composed Color, Inc. had Five Thousand Five Hundred (5,500) shares of issued and outstanding stock. Composed Color, Inc. had no issued and outstanding shares of stock other than said common shares of stock. Each share of such common stock had one (1) vote. Therefore, there were Five Thousand Five Hundred (5,500) votes that could be cast for or against the Plan of Merger. All Five Thousand Five Hundred (5,500) votes were cast in favor of the Plan of Merger. No share of stock of Composed Color, Inc. was voted against the Plan of Merger.
- 5. Printcraft Press, Inc. had eighty (80) shares of issued and outstanding common stock. Printcraft Press, Inc. had no issued and outstanding share of stock other than said common shares of stock. All eighty (80) votes were cast in favor of the Plan of Merger. Each share of such common stock had one (1) vote. Therefore, there were eighty (80) votes that could be cast for or against the Plan of Merger. No share of stock of Printcraft Press, Inc. was voted against the Plan of Merger.

By:

Dated this 13 day of April, 1999.

IDAHO SECRETARY OF STATE

PRINTCRAFT PRINS: ING.999 09:00
CK: 1284 CT: 113824 BH: 217383

1 8 38.89 = 30.80 MERGER # 4

Travis S. Waters, President

C:\MyFiles\SEM.Clients\3445\Merger.Articles.wpd

C109003

PLAN OF MERGER AND REORGANIZATION

The following is a Plan of Merger by which Composed Color, Inc., an Idaho corporation, shall merge into Printcraft Press, Inc., an Idaho corporation.

- 1. Printcraft Press, Inc. shall acquire Composed Color, Inc. and Composed Color, Inc. shall merge into Printcraft Press, Inc. under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as subsequently amended with Printcraft Press, Inc. being the surviving corporation ("the Merger").
- 2. This Merger shall be effectuated by a transfer by the shareholders of Composed Color, Inc. of all of the issued and outstanding shares of stock in Composed Color, Inc. in the amount of Five Thousand Five Hundred (5,500) shares to Printcraft Press, Inc., and Printcraft Press, Inc. shall issue twenty (20) shares of stock to the shareholders of Composed Color, Inc.
- 3. All the issued and outstanding stock of Composed Color, Inc. will then be canceled and Composed Color, Inc. will cease to exist.
- 4. Appropriate Articles of Merger will be filed with the Secretary of State for the State of Idaho.

Dated this _____ day of April, 1999.

PRINTCRAFT PRESS, INC.

By:

Travis S. Waters, President

COMPOSED COLOR, INC.

Rv

Travis S. Waters, President

C:\MyFiles\SEM.Clients\3445\Merger.Plan.wpd