

FILED EFFECTIVE

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STATEMENT OF MERGER

SECRETARY OF STATE
STATE OF IDAHO

of

EMERSUB CIII, INC.,

an Idaho corporation,

with and into

PROTEAM, INC.,

an Idaho corporation

*In accordance with the
Idaho Entity Transactions Act
(Idaho Code §§ 30-18-101 et seq.)*

ProTeam, Inc., an Idaho corporation ("ProTeam") and Emersub CIII, Inc., an Idaho corporation ("Emersub"), do hereby certify as follows:

1. ProTeam, Emersub and certain related persons have entered into a Merger Plan and Agreement (the "Merger Plan") dated as of August 20, 2009. Pursuant to the Merger Plan, Emersub is being merged with and into ProTeam, with ProTeam being the surviving corporation in the Merger (the "Surviving Corporation").

2. The address of the Surviving Corporation where copies of process may be sent by the Idaho Secretary of State is 5118 North Sawyer Avenue, Boise, Idaho 83714.

3. The Merger Plan was duly authorized and approved by the Board of Directors of ProTeam and was submitted to and approved by the ProTeam shareholders at a special meeting duly noticed and held on September 2, 2009 in accordance with Section 30-18-203 of the Idaho Entity Transactions Act ("IETA")

4. The Merger Plan was duly authorized and approved by the Board of Directors of Emersub and was submitted to and approved by consent of the sole shareholder of Emersub in accordance with Section 30-18-203 of IETA.

5. The Merger shall be effective at the date and time of filing this Statement of Merger with the Idaho Secretary of State.


6. Upon the effective date and time of the Merger, the articles of incorporation and bylaws of Emersub shall become the articles of incorporation and bylaws of the Surviving Corporation, except that the name of the Surviving Corporation shall continue to be ProTeam Inc.

STATE OF IDAHO
09/02/2009 05:00
CK: 177094 CT: 188489 SN: 1185467
1 @ 30.00 = 30.00 STMT MERGE # 2

C 84660


PROTEAM, INC.

Dated: September 2, 2009

By: 
Matthew Wood
Its President

EMERSUB CIII, INC.

Dated: September 2, 2009

By: 
Victor A. Lazzaretti
Its President