

State of Idaho

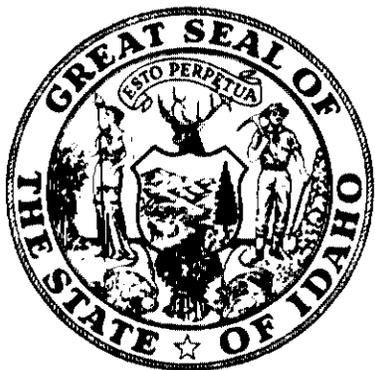
Department of State

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 L.B. OIL & GAS CORPORATION, a Colorado corporation, and L.B. NORTHWEST, INC., an Oregon corporation into L. B. INDUSTRIES, 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 January 4, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

July J. Clark
Corporation Clerk

ARTICLES OF MERGER
OF
L.B. OIL & GAS CORPORATION, A COLORADO CORPORATION
AND
L.B. NORTHWEST, INC., AN OREGON CORPORATION
INTO L. B. INDUSTRIES, INC., AN IDAHO CORPORATION

(Idaho)

These Articles of Merger are made in accordance with Idaho Sections 30-1-75 and 30-1-77, whereby L.B. Oil & Gas Corporation and L.B. Northwest, Inc., as wholly owned subsidiaries of L. B. Industries, Inc. shall merge into L. B. Industries, Inc. and where L. B. Industries, Inc. shall be the Surviving Corporation and the separate existence of both L.B. Oil & Gas Corporation and L.B. Northwest, Inc. shall terminate and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, franchises, duties, liabilities and all other rights and obligations of L.B. Oil & Gas Corporation and L.B. Northwest, Inc.:

First: The two subsidiary corporations to be merged into the undersigned parent corporation are as follows: L.B. Oil & Gas Corporation which is incorporated under the laws of the State of Colorado and L.B. Northwest, Inc. which is incorporated under the laws of the State of Oregon. The laws of both Colorado and Oregon permit the merger of each their respective subsidiary corporations into the undersigned parent corporation.

Second: The attached Plan of Merger which is incorporated herein as Exhibit "A" was approved by the board of Directors of the undersigned, as the Surviving Corporation, in the manner prescribed by the Idaho Business Corporation Act, and was authorized and approved in the manner prescribed by the laws of the State of Colorado, the jurisdiction under which the wholly owned subsidiary of L.B. Oil & Gas Corporation is organized and was authorized and approved in the manner prescribed by the laws of the State of Oregon, the jurisdiction under which the wholly owned subsidiary of L.B. Northwest, Inc. is organized.

Third: The number of outstanding shares of each class of stock for each of the subsidiary corporations and the number of shares of each class of each subsidiary's stock owned by the Surviving Corporation is as follows:

Name of Subsidiary	Number of Shares Outstanding	Designation of Class	Number of Shares Owned by Surviving Corporation
L.B. Oil & Gas Corporation	1,000	Common	1,000
L.B. Northwest, Inc.	100,000	Common	100,000

Fourth: A mailing of a copy of the Plan of Merger to the shareholders of L.B. Oil & Gas Corporation, L.B. Northwest, Inc. and L. B. Industries, Inc. has been waived by L. B. Industries, Inc. since L. B. Industries, Inc. is the owner of all outstanding shares of stock issued by each of the two subsidiary corporations which are being merged into L. B. Industries, Inc. as the Surviving Corporation.

Fifth: These Articles of Merger shall be filed with the Secretary of State's office for the State of Idaho. The merger shall be effective on January 4, 1988 with the concurrent issuance of Certificates of Merger by the States of Colorado, Idaho and Oregon.

IN WITNESS WHEREOF, the Surviving Corporation, L. B. Industries, Inc., has hereunto set its hand and seal on the date indicated below.

Date: 12/30/87

L. B. INDUSTRIES, INC.

ATTEST:

By: Joe D. Davis

By: Shirley M. Link

Title: Vice-President & Treasurer

Title: Secretary

State of Idaho)
County of Ada)

I, Christopher W. Clark, a notary public, do hereby certify that on this 30th day of December, 1987, personally appeared before me Joe D. Davis and Shirley M. Link who, being by me first duly sworn, declared that they are the Vice Pres. / Treasurer & Secretary of L. B. Industries, Inc., respectively, that they signed the foregoing document on behalf of said corporation, and that the statements therein contained are true.

(Notary Seal)

Christopher W. Clark
NOTARY PUBLIC
Residing at: Boise, Idaho
My Commission Expires: 10-28-91

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER is executed on the date or dates indicated below, by and between L. B. Industries, Inc., an Idaho corporation ("LBI"), and L.B. Oil & Gas Corporation, a Colorado Corporation ("LBOG"), and L.B. Northwest, Inc., an Oregon Corporation ("LBNW"). LBOG and LBNW being herein sometimes referred to as the "Constituent Corporations."

LBI is a corporation duly organized and existing under the laws of the State of Idaho, having been incorporated thereunder on December 31, 1975. Concurrent with the filing of the Articles of Merger and this Plan of Merger, LBI shall make application for qualification to transact business in the State of Colorado as a foreign corporation. No application will be filed by LBI to transact business as a foreign corporation within the State of Oregon, since the Surviving Corporation will not engage in any business activities within the State of Oregon.

LBOG is a corporation organized and existing under the laws of the State of Colorado having been incorporated thereunder on July 13, 1984.

LBNW is a corporation duly organized and existing under the laws of the State of Oregon having been incorporated thereunder on March 3, 1970 under the name of Subaru Northwest, Inc.

The authorized capitalization of LBOG consists of 50,000 shares of common stock, each share having no par value, of which 1,000 shares are issued and outstanding as of the date hereof, all of which shares are owned by LBI.

The authorized capitalization of LBNW consists of 100,000 shares of common stock, \$1.00 par value per share, of which 100,000 shares are issued and outstanding as of the date hereof, all of which shares are owned by LBI.

The registered office in the State of Idaho of LBI is located at 1401 Shoreline Drive, Boise, Idaho, 83702. The registered office of LBOG in the State of Colorado is 1700 Broadway, Denver, Colorado 80290. The registered office of LBNW in the State of Oregon is located at 6620 N.E. 79th Court, Suite 4, Portland, Oregon 97218.

The Boards of Directors of LBI, LBOG and LBNW deem it to be to the benefit and advantage of each of said corporations that said corporations merge under and pursuant to the provisions of the Idaho Business Corporation Act, the Colorado Corporation Code and the Oregon Business Corporation Act and the Boards of Directors of LBI and each of the Constituent Corporations by resolution duly adopted, have approved this Plan of Merger and the directors of each have duly authorized the execution of such Plan of Merger.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that, in accordance with the provisions of the Idaho Business Corporation Act, the Colorado Corporation Code and the Oregon Business Corporation Act, LBOG and LBNW shall be merged with and into LBI, with LBI surviving, and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as set forth herein.

ARTICLE I

Except as herein specifically set forth, the corporate existence of LBI, with all its purposes, powers and objects, shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers, and objects of LBOG and LBNW shall be merged into LBI; and LBI, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of LBOG and LBNW shall cease as soon as the merger shall become effective as herein provided, and thereupon LBI, LBOG and LBNW shall be a single corporation, to wit, LBI (hereinafter sometimes referred to as the "Surviving Corporation"). The Surviving Corporation shall be governed by the laws of the State of Idaho. Copies of the Plan of Merger and the appropriate Articles of Merger which need to be filed in each respective state shall be filed with the appropriate entity within the states of Idaho, Colorado and Oregon. The merger shall become effective on January 4, 1988, although the Articles of Merger shall be filed with the appropriate state offices prior to the effective date.

The address of the principal office of the Surviving Corporation shall be P.O. Box 2797, 1401 Shoreline Drive, Boise, Idaho 83701.

ARTICLE II

Upon the effective date of the merger, the Certificate and Articles of Incorporation of LBI shall be the Certificate and Articles of Incorporation of the Surviving Corporation, without any changes unless and until the same shall thereafter be altered or amended in accordance with law and the Articles of Incorporation.

ARTICLE III

Upon the effective date of the merger, the Bylaws of LBI shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered or amended in accordance with law, the Articles of Incorporation, and said Bylaws.

ARTICLE IV

On the effective date of the merger, the Surviving Corporation shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges, and purposes of each of the Constituent Corporations; and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Corporations, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall be liable for all liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any stockholder, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either Constituent Corporation or any stockholder, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either Constituent Corporation or any stockholder, officer, director or employee thereof shall abate or be discontinued by such merger, but may be enforced, prosecuted, defended, settled or compromised as if

such merger had not occurred or the Surviving Corporation may be substituted in any action or proceeding in place of either Constituent Corporation.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or rights of the Constituent Corporations, or otherwise to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations, as of the effect date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do any things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions hereof.

ARTICLE V

The number of shares of stock which the Surviving Company shall have authority to issue shall be as authorized by the Articles of Incorporation of the Surviving Corporation.

ARTICLE VI

Upon the effective date of the merger, each issued and outstanding share of common stock of LBOG, and each issued and outstanding share of stock of LBNW shall be cancelled. Conversion of the shares of common stock of LBOG and LBNW into shares of common stock of LBI is not required because LBI is the sole shareholder of both LBOG and LBNW.

ARTICLE VII

Upon the effective date of the merger, the Surviving Corporation shall utilize the name L.B. Industries, Inc., as previously used by it. Since the Articles of Incorporation and Bylaws of LBI shall, in accordance with Articles II and III hereof, constitute the Articles of Incorporation and Bylaws of the Surviving Corporation, no amendment to the Articles of Incorporation or Bylaws is required to perfect the merger.

ARTICLE VIII

Upon the effective date of the merger, the shares of common stock of LBOG which shall be outstanding immediately prior to the effective date of the merger shall be cancelled and retired, and no new shares of common stock or other securities of the Surviving Corporation shall be issuable with respect thereto.

Upon the merger becoming effective, the shares of common stock of LBNW which shall be outstanding immediately prior to the effective date of the merger, shall be cancelled and retired, and no new shares of common stock or other securities of the Surviving Corporation shall be issuable with respect thereto.

ARTICLE IX

The officers and directors of LBI at the effective date of the merger shall serve as the officers and directors of the Surviving Corporation, until their successors shall have been elected and shall qualify or as otherwise provided in the Bylaws of the Surviving Corporation.

If, on or after the effective date of the merger, a vacancy shall exist in the Board of Directors of the Surviving Corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

ARTICLE X

All corporate acts, plans, policies, approvals and authorizations of LBOG and LBNW, their stockholders, Boards of Directors, committees elected or appointed by the Boards of Directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were on LBOG and LBNW. The employees of LBOG and LBNW shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of LBOG and LBNW. It is intended that the transaction described herein qualify as a reorganization within the definition of Sections 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

ARTICLE XI

This Plan of Merger shall be submitted to and subject to obtaining the consents and approvals of the respective Board of Directors of LBI and the Constituent Corporations as are necessary under the applicable laws of the State of Idaho, State of Colorado and State of Oregon. It should be noted, however, that it is not necessary under the applicable laws of the State of Idaho, State of Colorado and State of Oregon to submit this Plan of Merger for approval before the stockholders of LBI or the stockholders of each of the Constituent Corporations since the Surviving Corporation owns in excess of 90% of the outstanding stock in each of the subsidiaries being merged into the Surviving Corporation pursuant to this Plan of Merger.

ARTICLE XII

This Plan of Merger and the merger may be terminated and abandoned by resolutions of the Boards of Directors of LBI, LBOG and LBNW prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article XII, this Agreement shall become void and of no further effect without any liability on the part of LBI, the Constituent Corporations or their stockholders, directors or officers in respect thereof.

ARTICLE XIII

This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each party to this Plan of Merger, pursuant to authority duly given by its Board of Directors, has caused these presents to be executed on its behalf by its president or vice-president, and attested to by its secretary or assistant secretary as of the date or dates indicated below.

L.B. INDUSTRIES, INC.,
an Idaho Corporation

12/23/87
Date

ATTEST:

Shirley M. Luke
Secretary

By: Mike A. Bayler

Title: Vice-President

L.B. OIL & GAS CORPORATION,
a Colorado Corporation

12/29/87
Date

ATTEST:

Mike A. Bayler
Secretary

By: [Signature]

Title: President

L.B. NORTHWEST, INC.
an Oregon corporation

12/23/87
Date

ATTEST:

Shirley M. Luke
Secretary

By: [Signature]

Title: President