

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

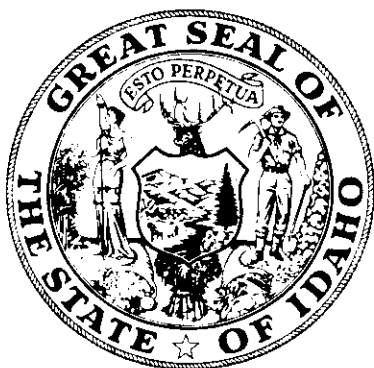
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of ARCO SERVICE, INC.

into WISE-BUY 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 November 18, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Shirley A. Tate
Corporation Clerk

RECEIVED
SEC. OF STATE
ARTICLES OF MERGER

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ARCO SERVICE, INC. and WISE-BUY CORPORATION

Pursuant to Section 30-1-74 Idaho Code, Arco Service, Inc. and Wise-Buy Corporation, Idaho corporations, hereby adopt these Articles of Merger.

1. The Plan of Merger is as follows:

The shareholders of Arco Service, Inc., Kenneth P. Slusser, Donald L. Taylor, Gene E. Taylor and Kent Bailey, will transfer all of the issued and outstanding shares of common and preferred stock of Arco Service, Inc. to Wise-Buy Corporation in return for which Wise-Buy shall issue seven and five-tenths (7.5) shares of fully paid and nonassessable common stock in Wise-Buy Corporation to each of Kenneth P. Slusser, Donald L. Taylor, Gene E. Taylor and Kent Bailey. All of the assets of Arco Service, Inc. shall be transferred to Wise-Buy Corporation, and Wise-Buy Corporation shall assume all of the liabilities of Arco Service, Inc. All of the issued and outstanding shares of Arco Service, Inc. shall then be cancelled. Arco Service, Inc. shall then cease to exist.

No changes will be made in the Articles of Incorporation of Wise-Buy Corporation because of the merger of Arco Service, Inc. into Wise-Buy Corporation.

The name of the surviving corporation shall remain Wise-Buy Corporation.

2. The number of issued and outstanding shares of stock of Wise-Buy Corporation is thirty (30) shares of common stock. The number of issued and outstanding shares of stock of Arco Service, Inc. is eighty (80) shares of common stock and six (6) shares of preferred stock.

3. Thirty (30) of the voting shares of Wise-Buy Corporation voted for the Plan of Merger and zero number of shares of Wise-Buy Corporation voted against the Plan of Merger. Eighty (80) of the voting shares of Arco Service, Inc. voted for the Plan of Merger and zero number of shares of Arco Service, Inc. voted against the Plan of Merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed this 16th day of November, 1987.

ARCO SERVICE, INC.

By: Kenneth P. Slusser
Kenneth P. Slusser, President

ATTEST:

Gene E. Taylor
Gene E. Taylor, Secretary

WISE-BUY CORPORATION

By: Kenneth P. Slusser
Kenneth P. Slusser, President

ATTEST:

Gene E. Taylor
Gene E. Taylor, Secretary

STATE OF IDAHO)
) ss.
County of Bonneville)

GENE E. TAYLOR, being first duly sworn, deposes and says:

1. That he is the Secretary for Arco Services, Inc., an Idaho corporation.
2. That Kenneth P. Slusser is the President of Arco Services, Inc.
3. That Kenneth P. Slusser signed the foregoing Articles of Merger as President of Arco Service, Inc., and that the undersigned also signed said Articles of Merger as Secretary; and that said statements contained in the foregoing Articles of Merger are true.

Gene E. Taylor
Gene E. Taylor

SUBSCRIBED AND SWORN to before me, the undersigned Notary Public for Idaho, this 16th day of November, 1987.


(seal)

Bryan S. Chisholm
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My commission expires: 10-27-93

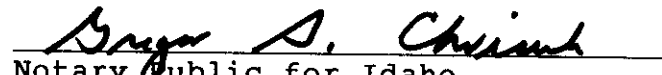
STATE OF IDAHO)
) ss.
County of Bonneville)

GENE E. TAYLOR, being first duly sworn, deposes and says:

1. That he is the Secretary for Wise-Buy Corporation, an Idaho corporation.
2. That Kenneth P. Slusser is the President of Wise-Buy Corporation.
3. That Kenneth P. Slusser signed the foregoing Articles of Merger as President of Wise-Buy Corporation, and that the undersigned also signed said Articles of Merger as Secretary; and that said statements contained in the foregoing Articles of Merger are true.


Gene E. Taylor

SUBSCRIBED AND SWORN to before me, the undersigned Notary Public for Idaho, this 16th day of November, 1987.


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My commission expires: 10-27-93

(seal)

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