

**FILED**  
Aug 18 9 39 AM '99

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF EXCHANGE BETWEEN  
DOMESTIC AND FOREIGN CORPORATION**

IDAHO SECRETARY OF STATE  
08/18/1999 09:00  
EX: 7652 CT: 68955 IN: 243817  
1 @ 38.00 = 38.00 MERGER # 2

C128556

**Acquiring Corporation:** The Family Solution, Inc., an Idaho corporation.

**Acquired Corporation:** The Family Solution, a Nevada corporation.

Pursuant to the provisions of Title 30, Chapter 1, Part 11 of the Idaho Business Corporations Act, the undersigned domestic and foreign corporations adopt the following Articles of Share Exchange.

**First:** The names of the corporations and the states under the laws of which they are respectively organized are:

The Family Solution, Inc., an Idaho corporation.

The Family Solution, a Nevada corporation.

**Second:** The laws of Nevada permit such an exchange.

**Third:** The following Plan of Share Exchange was approved by the undersigned corporations in the manner prescribed by the Idaho Business Corporations Act:

**Plan of Share Exchange:** The Family Solution, Inc., an Idaho corporation, shall issue one share of common stock, par value \$4.00 per share, for each share of common stock, par value \$3.00 per share, that is issued and outstanding, of The Family Solution, a Nevada corporation.

After the exchange, the net effect is that (i) The Family Solution (Nevada) will become a wholly owned subsidiary of The Family Solution, Inc. (Idaho) and each shareholder of The Family Solution (Nevada) will receive the same number of shares and own the same percentage interest of The Family Solution, Inc. (Idaho) that he owned in The Family Solution (Nevada).

**Fourth:** The Family Solution, Inc., (Idaho) had no shares issued and outstanding, and therefore there is no vote of shareholders to approve the Plan. As to The Family Solution (Nevada) the only shares outstanding were common shares, par value \$3.00 per share, and the number of shares outstanding, and the number of shares entitled to vote on such Plan, are as follows:

| Name of Corporation          | Shares Issued | Entitled to Vote |
|------------------------------|---------------|------------------|
| The Family Solution (Nevada) | 530,035       | 530,035          |

**Fifth:** As to The Family Solution (Nevada) the total number of common shares voting for and against such Plan of Share Exchange was

"For" 300,165, and

"Against" -0-,

which vote was sufficient for approval of the Plan of Share Exchange.

**Sixth:** After the exchange The Family Solution, Inc. (Idaho) had issued and outstanding 530,035 shares of common stock, par value \$4.00 per share.

**Seventh:** The address of The Family Solution, Inc., the acquiring corporation, is The Family Solution, Inc., 2675 W. Main Street, Boise, Idaho 83702. The Family Solution, Inc. hereby (a) agrees that it may be served with process in the state of Idaho in any proceeding for the enforcement of the rights of a dissenting shareholder of the above named The Family Solution (Nevada corporation) against The Family Solution, Inc. (Idaho corporation); (b) irrevocably appoints the Secretary of State of Nevada as its agent to accept service of process in any proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of The Family Solution (Nevada corporation) the amount, if any, to which they shall be entitled under the provisions of the Nevada Revised Statutes with respect to the rights of dissenting shareholders.

The undersigned The Family Solution, Inc. hereby certifies that the adoption of the Plan of Share Exchange and the performance of its terms, and any other required corporate action, were duly approved by the board of directors as required by the laws of the State of Idaho.

The undersigned The Family Solution hereby certifies that the adoption of the Plan of Share Exchange and the performance of its terms, and any other required corporate action, were duly approved by the board of directors and shareholders as prescribed by the laws of the State of Nevada

Dated: July \_\_, 1999.

The Family Solution, Inc.

By Darrell Carlin  
President or Vice President

By John R. Deeb  
Secretary or Asst Secretary

The Family Solution

By John R. Deeb Treasurer  
By Darrell Carlin President