

01 AUG 15 PM 2:58

RECEIVED
STATE OF IDAHO

**ARTICLES OF MERGER
OF
ALTA HEALTH PRODUCTS, INC., a California corporation,
AND
ALTA HEALTH PRODUCTS, INC., an Idaho corporation
INTO
ALTA HEALTH PRODUCTS, INC.**

I. PLAN OF MERGER

1. Alta Health Products, Inc., a California corporation. Alta Health Products, Inc. ("Alta Health Products California") is a corporation duly organized, existing and in good standing under the general corporation laws of the State of California. Alta Health Products California has five thousand (5,000) shares of common stock issued to Judy Haswell, and five thousand (5,000) shares of common stock issued to Judy Haswell, Trustee. No other shares of Alta Health Products California are issued and outstanding.

2. Alta Health Products, Inc., an Idaho corporation. Alta Health Products, Inc. ("Alta Health Products Idaho") is a corporation duly organized, existing and in good standing under the general corporation laws of the State of Idaho. Alta Health Products Idaho has ten thousand (10,000) shares of common stock issued to Alta Health Products, Inc., a California corporation. No other shares of Alta Health Products Idaho are issued and outstanding.

3. Surviving Corporation. Alta Health Products California and Alta Health Products Idaho shall merge into a single corporation, which shall be Alta Health Products, Inc., an Idaho corporation.

II. APPROVAL

1. Alta Health Products California Approval. The Board of Directors and the Shareholders (by 10,000 of the 10,000 common shares entitled to vote) of Alta Health Products California have unanimously approved the Merger.

2. Alta Health Products Idaho Approval. The Board of Directors and the sole Shareholder (by 10,000 of the 10,000 common shares entitled to vote) of Alta Health Products Idaho have unanimously approved the Merger.

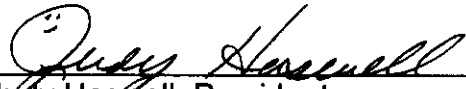
IDAHO SECRETARY OF STATE
08/16/2001 05:00
CK: 1499 CT: 128542 DH: 413759
1 0 30.00 = 30.00 MERGER # 2

C139365

III. EFFECTIVE DATE

The effective date of the Merger shall be October 1, 2001.

Dated: August 13th, 2001.



Judy Haswell, President
Alta Health Products, Inc.