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State of Idaho

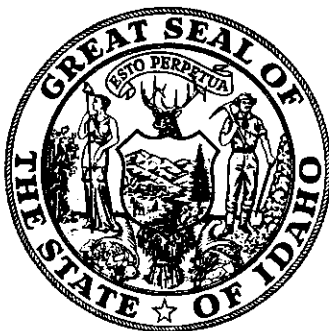
Department of State

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 QUISENBERRY'S, INC. an Idaho corporation into QUISENBERRY'S, INC. a Nevada 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: August 11, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Sheryl Beckner*

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ARTICLES OF MERGER

SECRETARY OF STATE

The following merging corporations: Quisenberry's, Inc., a Nevada corporation, referred to herein as the "surviving corporation," and Quisenberry's, Inc., an Idaho corporation, referred to herein as the "merged corporation," each corporation having received approval of its Board of Directors and of its sole shareholder as required by Nevada Revised Statutes Sections 78.452 and 78.453 and as required by Idaho Code Sections 30-1-71 and 30-1-73, have adopted the following Articles of Merger:

Article 1. The Plan of Merger, as approved by the Board of Directors of each merging corporation and by the sole shareholder of each corporation is as follows:

PLAN OF MERGER

Section 1. Parties. This Plan of Merger applies to the following corporations:

Quisenberry's, Inc., an Idaho corporation, referred to herein as the "Idaho corporation," and as the "merged corporation"; and Quisenberry's, Inc., a Nevada corporation, referred to herein as the "Nevada corporation" and as the "surviving corporation."

Section 2. Corporate Status. The status of each corporation as to state of incorporation and authorized and outstanding capital stock is as follows:

2.1 Quisenberry's, Inc., the Idaho corporation, is incorporated under the laws of the State of Idaho, and is a corporation in good standing in that state. It is authorized to issue one class of capital stock designated as "common stock." It is authorized to issue 5,000 shares of common stock, each share having a par value of \$10.00, and accordingly, the aggregate par value of all authorized shares of the common stock of that corporation is \$50,000.00. The entire 5,000 shares of that common stock are issued to and are owned by W. B. Quisenberry, who is the only shareholder entitled to vote at meetings of the shareholders of that corporation.

2.2 Quisenberry's, Inc., the Nevada corporation, is incorporated under the laws of the State of Nevada, and is a corporation in good standing in that state. It is authorized to issue one class of capital stock designated as "common stock."

It is authorized to issue 2,500 shares of common stock, each share having a par value of \$10.00, and accordingly the aggregate par value of all authorized shares of the common stock of that corporation is \$25,000. One share of the authorized common stock of that corporation has been issued to W. B. Quisenberry, who is the only shareholder entitled to vote at meetings of shareholders of that corporation.

Section 3. The Merger - Surviving Corporation. Under this Plan of Merger, the corporations identified in Section 1 shall merge with the result and effect that on the effective date, the Nevada corporation shall be the surviving corporation and the Idaho corporation shall be the merged corporation and cease to exist as a corporate entity.

Section 4. Effective Date. The merger of the corporations pursuant to this Plan of Merger shall take effect upon (1) filing Articles of Merger (as required in Idaho Code Section 30-1-74) in the office of the Secretary of State of the State of Idaho, and issuance by that Secretary of State of a Certificate of Merger, and (2) filing Articles of Merger (as required in Section 78.458 of the Nevada Revised Statutes) in the office of the Secretary of State of the State of Nevada. The date of final compliance with those filing requirements will be referred to herein as the "effective date of the merger."

Section 5. Property Rights. By the merger, from and after the effective date of the merger, the surviving corporation shall own and possess all of the property, property rights, assets, privileges and franchises then owned, held and possessed by both of the corporations, which shall include (without limitation thereto) all property (real, personal or mixed of every kind and nature and wherever situated), securities, receivables and other assets. The title to the property and assets of the Idaho corporation, as the merged corporation, shall be deemed vested in the surviving corporation and to have been assigned, transferred and conveyed by the merged corporation to the surviving corporation on the effective date of the merger by operation of law and without any special instrument of assignment, deed, conveyance or other transfer.

Section 6. Liabilities--Obligations. By the merger and as at the effective date of the merger, the Nevada corporation or the surviving corporation shall assume and become responsible and liable for the payment and performance of all of

the liabilities, obligations, indebtedness and contractual responsibilities of the merged corporation with the same effect as though the surviving corporation had itself incurred those liabilities, obligations, indebtedness and contractual responsibilities as at the effective date of the merger.

By the merger the rights of creditors and of parties having dealt with the merged corporation shall not be impaired; and any claims existing or action or proceeding pending by or against the merged corporation may, after the effective date of the merger, be prosecuted to judgment for or against the surviving corporation.

The assumption of liabilities, obligations, indebtedness and contractual responsibilities by the surviving corporation as set forth in this Plan of Merger shall be deemed to exist without the execution by the surviving corporation of any special instrument so stating.

Section 7.

As of the effective date of the merger, the certificates evidencing 5,000 shares of the common stock of the merged corporation owned and held by W. B. Quisenberry shall be cancelled and no longer outstanding.

As of the effective date of the merger, W. B. Quisenberry shall become and be deemed the owner of 2,499 paid up shares of the common stock of the surviving corporation (which, with the one share previously issued to him, will result in his ownership of 2,500 shares of the common stock of the surviving corporation).

Section 8. Approval. This Plan of Merger shall require:

(a) approval by the members of the Board of Directors of each corporation identified in Section 1.

(b) approval by W. B. Quisenberry as the owner and holder of all shares of capital stock (identified as "common stock") issued by each corporation identified in Section 1 (in compliance with Idaho Code Section 30-1-73 and Sections 78.320 and 78.453 of the Nevada Revised Statutes).

Section 9. No Amendment of Articles of Incorporation. This Plan of Merger contemplates that the merger of the corporations will not require any amendment of the Articles of Incorporation of the Nevada corporation, the surviving corporation.

Article 2. The status of the capital stock of each merging corporation is as follows:

<u>Name of Corporation</u>	<u>Class of shares entitled to vote</u>	<u>Shares Out-standing</u>	<u>Shares Entitled to be Voted</u>	<u>Owner Entitled To Vote Those Shares</u>
Quisenberry's, Inc., a Nevada corporation	common	one	one	W.B. Quisenberry
Quisenberry's, Inc. an Idaho corporation	common	5,000	5,000	W.B. Quisenberry

Each of the merging corporations is authorized to issue one class of capital stock identified as "common stock," and voting rights are limited to the owner and holder of shares of that common stock.

W. B. Quisenberry is the owner and holder of all of the shares of common stock issued by each of the merging corporations and outstanding; and accordingly, W. B. Quisenberry is the sole person entitled to vote those shares.

Article 3. Following approval of the Plan of Merger (as set forth in Article 1) by the Board of Directors of each of the merging corporations, (by the Nevada corporation in compliance with Nevada Revised Statutes, Section 78.452 and by the Idaho corporation in compliance with Idaho Code Section 30-1-71), and the direction by each Board of Directors that the Plan of Merger, so approved, be submitted to the sole shareholder for his consideration and vote, on August 4, 1992, that Plan of Merger was approved by W. B. Quisenberry as the sole shareholder of each of the merging corporations entitled to vote thereon by his action in writing in lieu of formal meetings as authorized by

Nevada Revised Statutes Section 78.320 and Idaho Code Section 30-1-145.

Article 4. There is no dissenting shareholder of either of the merging corporations.


Article 5. The surviving corporation is QUISENBERRY'S, INC., a Nevada corporation.

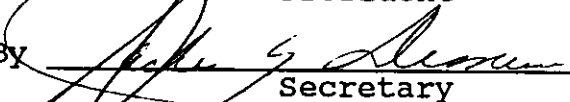
Article 6. These Articles of Merger shall be filed in the office of the Secretary of State of the State of Idaho in compliance with Idaho Code Section 30-1-74 and in the office of the Secretary of State of the State of Nevada in compliance with Nevada Revised Statutes Section 78.458.

The date of final filing of the Articles of Merger in the respective states shall be the effective date of the merger.

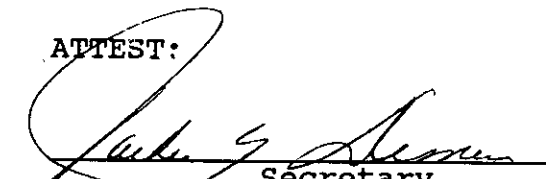
Executed this 4th day of August, 1992.

QUISENBERRY'S, INC., an
Idaho corporation

By 
President

By 
Secretary

ATTEST:


Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, JEAN WASSERMAN, a Notary Public, do hereby certify that on the 4th day of August, 1992, personally appeared before me W. B. QUISENBERRY, who being by me first duly sworn, declared that he is the President of Quisenberry's, Inc., an Idaho corporation, that he signed the foregoing document as the President of that corporation, and that the statements therein contained are true.

Jean Wasserman
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 2-17-1997

QUISENBERRY'S, INC., a Nevada
corporation

By W. B. Quisenberry
President
By Robert G. Simon
Secretary

ATTEST:

Robert G. Simon
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

I, JEAN WASSERMAN, a Notary Public, do hereby certify that on the 4th day of August, 1992, personally appeared before me W. B. QUISENBERRY, who being by me first duly sworn, declared that he is the President of Quisenberry's, Inc., a Nevada corporation, that he signed the foregoing document as the President of that corporation, and that the statements therein contained are true.

Jean Wasserman
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 2-17-1997

SERVICE OF PROCESS AGREEMENT

Having filed in the office of the Secretary of State of the State of Idaho Articles of Merger, under the terms of which Quisenberry's, Inc., an Idaho corporation, is the merged corporation, and Quisenberry's, Inc., a Nevada corporation, is the surviving corporation, in compliance with Idaho Code Section 30-1-77(b);

Quisenberry's, Inc., a Nevada corporation, does hereby confirm, as stated in the Articles of Merger, that all of the shares of capital stock (identified as common stock) issued by Quisenberry's, Inc., an Idaho corporation (the merged corporation), were owned by W. B. Quisenberry, who expressly approved the merger. There were no other shareholders of the merged corporation and consequently there can be no dissenting shareholder of the merged corporation.

As stated in the Articles of Merger, Quisenberry's, Inc., a Nevada corporation and the surviving corporation in the merger, assumed responsibility to pay and perform all obligations of Quisenberry's, Inc., an Idaho corporation (the merged corporation).

Quisenberry's, Inc., a Nevada corporation, does hereby agree that it may be served with process in the state of Idaho in any proceeding for the enforcement of any obligation of Quisenberry's, Inc., an Idaho corporation (the merged corporation); and does hereby irrevocably appoint the Secretary of State of the State of Idaho as its agent to accept service of process in any such proceeding; and requests that should there be any such service of process, it be informed thereof at the following address:

Quisenberry's, Inc.
9008 Covered Wagon Avenue
Las Vegas, Nevada 98117

Duly executed this 8th day of August, 1992.

(Corporate Seal)

ATTEST:


Secretary

QUISENBERY'S, INC.,
a Nevada corporation


By W. B. Quisenberry
President