

ARTICLES OF MERGER

Between
RMC HOLDINGS, INC., an Idaho Corporation,
And
VELOCITUS, INC., an Idaho corporation,
With
RMC HOLDINGS, INC. as surviving corporation

05 JAN -3 PM 4:49

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That RMC HOLDINGS, INC., an Idaho corporation ("RMC") and the surviving entity incident to the merger of Velocitus, Inc., an Idaho corporation ("Velocitus"), with and into RMC, does hereby deliver these Articles of Merger to the Idaho Secretary of State for filing pursuant to Idaho Code Section 30-1-1106.

a. **Plan of Merger:** Velocitus, Inc., an Idaho corporation and the wholly owned subsidiary of RMC, is hereby merged with and into RMC, with RMC being the surviving entity. On the effective date of the merger, Velocitus shall cease to exist.

b. **Approval of Merger:** The plan of merger did not require approval by the shareholders of RMC, pursuant to Idaho Code Section 30-1-1104(7), and did not require approval by the shareholders of Velocitus, pursuant to Idaho Code Section 30-1-1105.

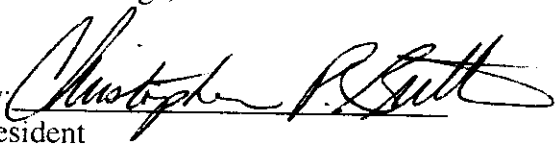
c. **Effective Date:** The merger shall be effective upon filing of these Articles of Merger with the Idaho Secretary of State.

In witness whereof RMC Holdings, Inc. and Velocitus, Inc. have caused these Articles of Merger to be executed in their corporate names by their respective officers effective as of January 1, 2005.

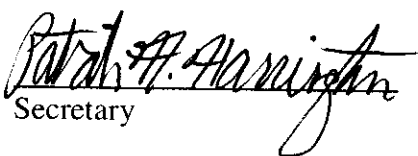
Attest:


Secretary


RMC Holdings, Inc.

By: 
President

Attest:


Secretary

Velocitus, Inc.

By: 
President

IDAHO SECRETARY OF STATE
01/04/2005 05:00
CK: none CT: 2863 BH: 784992
1 @ 30.00 = 30.00 MERGER # 2

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