

FILED

ARTICLES OF MERGER
ASSOCIATION FOR LEADERSHIP DEVELOPMENT, INC.
AN IDAHO CORPORATION
AND
ASSOCIATION FOR LEADERSHIP DEVELOPMENT, INC.
A VIRGINIA CORPORATION

97 DEC 15 PM 3:03

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to Idaho Code §30-1-1105 and §13.1-720 of the General Corporation Laws of the State of Virginia, Association for Leadership Development, Inc. and Idaho Corporation and Association for Leadership Development, Inc. a Virginia Corporation file the following statement in compliance with the laws of Idaho and Virginia.

Pursuant to Idaho Code 30-1-1105(a) and 13.1-720(A)(1) of the laws of the State of Virginia, the plan of merger is set forth in Exhibit A, attached hereto and incorporated herein.

Pursuant to Idaho Code 30-1-1105(b) and 13.1-720(A)(2) of the laws of the State of Virginia the plan did not require shareholder approval though shareholder approval of the plan of merger was unanimous on the part of the shareholders of both Association for Leadership Development, Inc. an Idaho Corporation and Association for Leadership Development, Inc. a Virginia Corporation.

The shareholders, officers, directors of the merging corporations intend that this merger shall be effective January 1, 1998.

Dated:

12-12-97

Association for Leadership
Development, Inc.
An Idaho Corporation



By: Christine Johnson, Sole Shareholder
Sole Director and Sole Officer

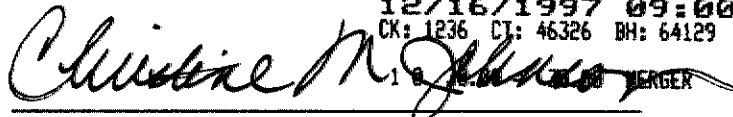
Dated:

12-12-97

Association for Leadership
Development, Inc.
A Virginia Corporation

IDAHO SECRETARY OF STATE

12/16/1997 09:00
CK: 1236 CT: 46326 BH: 64129



By: Christine Johnson, Sole Shareholder
Sole Director and Sole Officer

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Agreement of Merger and Plan of Reorganization

Agreement of Merger and Plan of Reorganization dated by and between Association of Leadership Development, Inc., a Virginia corporation (hereinafter "ALDVA") and Association for Leadership Development, Inc., an Idaho corporation (hereinafter called "ALDID").

WHEREAS:

The Boards of Directors of ALDVA and ALDID have resolved that ALDVA be merged and pursuant to the General Corporation Law of the State of Idaho and the Business Corporation Law of the Commonwealth of Virginia into a single corporation existing under the laws of the State of Idaho, to wit, ALDID, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of ALDVA consists of 5000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "ALDVA Common Stock"), of which 1 shares are issued and outstanding;

3. The authorized capital stock of ALDID consists of 100,000 shares of Common Stock with no par value (hereinafter called "ALDID Common Stock"), 1 share of which is issued and outstanding; and

4. The respective Boards of Directors of ALDVA and ALDID have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Idaho and the Business Corporation Law of the Commonwealth of Virginia, that

ALDVA shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Idaho, to wit, ALDID, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 ALDVA Stockholders' Meeting. ALDVA shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the Commonwealth of Virginia at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by ALDVA as Sole Stockholder of ALDID. On or before November 24, 1997 ALDVA, as the sole stockholder of ALDID, shall adopt this Agreement in accordance with the General Corporation Law of the State of Idaho.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of ALDVA in accordance with the Business Corporation Law of the Commonwealth of Virginia, (b) this Agreement has been adopted by ALDVA as the sole stockholder of ALDID, in accordance with the General Corporation Law of the State of Idaho, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Idaho and Articles of Merger shall be filed in accordance with the Business Corporation Law of the Commonwealth of Virginia. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on January 1, 1998 which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of ALDVA shall cease, and ALDVA shall be merged into ALDID which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of ALDVA; and all and singular, the rights, privileges, powers, and franchises of ALDVA, and all property, real, personal, and mixed, and all debts due to ALDVA on whatever account, as well for stock subscriptions and all other things in action or belonging to ALDVA, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of ALDVA, and the title to any real estate vested by deed or otherwise, under the laws of Idaho or Virginia or any other jurisdiction, in ALDVA, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of ALDVA shall be preserved unimpaired, and all debts, liabilities, and duties of ALDVA shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of ALDVA or the corresponding officers of the Surviving Corporation, may, in the name of ALDVA, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all ALDVA's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Association for Leadership Development, Inc., an Idaho Corporation.

2.2 Certificate of Incorporation. The Certificate of Incorporation of ALDID as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of ALDID, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of ALDVA and the nature and amount of securities of ALDID which the holders of shares of ALDVA Common Stock are to receive in exchange for such shares are as follows:

3.1 ALDVA Common stock, Each one share of ALDVA Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of ALDID Common Stock, and outstanding certificates representing shares of ALDVA Common Stock shall thereafter represent shares of ALDID Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 ALDID Common Stock Held by ALDVA. All issued and outstanding shares of ALDID Common Stock held by ALDVA immediately before the Effective Date

shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

4.1. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of ALDVA, if the Board of Directors of ALDVA or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Association of Leadership Development a corporation domiciled in the Commonwealth of Virginia and Association of Leadership Development, Inc., an Idaho Corporation, all on the date first above written.

Dated:

12-12-97

Association of Leadership Development
A Virginia Corporation



Christine M. Johnson

Dated:

12-12-97

Association of Leadership Development
An Idaho Corporation



Christine M. Johnson