

PLAN OF MERGER

of

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Mountain Bird, Inc. and Gem Air, LLC

SECRETARY OF STATE
STATE OF IDAHO

This Plan of Merger is submitted pursuant to §30-18-202 of the Idaho Entity Transactions Act. This Plan of Merger is submitted in lieu of a separate Statements of Merger pursuant to §30-18-205(5) of the Idaho Entity Transactions Act.

FIRST: The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>	<u>File Number</u>	<u>Type</u>
Gem Air, LLC	Idaho	W69723	Limited Liability Company

SECOND: The name and jurisdiction of each merging entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>File Number</u>	<u>Type</u>
Mountain Bird, Inc.	Idaho	C69240	For-Profit Corporation
Gem Air, LLC	Idaho	W69723	Limited Liability Company

THIRD: The surviving entity shall be Gem Air, LLC. It shall not be created in the merger.

FOURTH: All shares of stock in Mountain Bird, Inc. shall be converted to membership units in Gem Air, LLC in equal amounts. The shareholders of Mountain Bird, Inc., presently are JoAnn Wolters and Daniel L. Schroeder, in equal 50% interests. The current members of Gem Air, LLC are JoAnn Wolters and Daniel L. Schroeder, in equal 50% interests. The new membership in Gem Air, LLC shall be JoAnn Wolters and Daniel L. Schroeder, in equal 50% interests. There are no dissenting shareholders or members in either entity and there shall be no alteration to the Operating Agreement of Gem Air, LLC as to the members.

FIFTH: There shall be no amendments to the Articles of Organization, Limited Liability Company, of Gem Air, LLC filed on December 21, 2007, File Number W69723, or of the Operating Agreement of Gem Air, LLC.

SIXTH: The merger is to be effective upon filing of this Plan of Merger.

SEVENTH: This merger was approved by the Board of Directors of Mountain Bird, Inc. by unanimous vote, and by the Members of Gem Air, LLC by unanimous vote, on March 18, 2008.

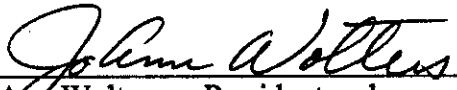
PLAN OF MERGER

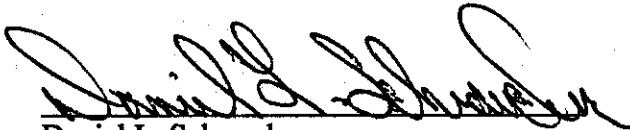
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IDAHO SECRETARY OF STATE
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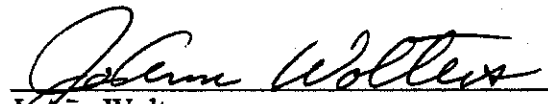
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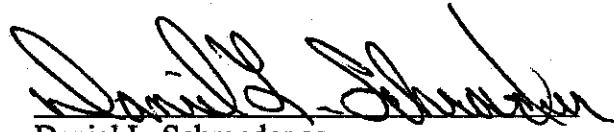
The undersigned Corporation, Mountain Bird, Inc., has caused this Plan of Merger to be signed by its duly authorized officers, each of whom affirms, under penalty of perjury, that the facts stated herein are true and correct.


JoAnn Wolters as President and
Chairman of the Board of
Mountain Bird, Inc.


Daniel L. Schroeder as
Secretary/Treasurer of
Mountain Bird, Inc.

The undersigned Limited Liability Company, Gem Air, LLC, has caused this Plan of Merger to be signed by its duly authorized members, each of whom affirms, under penalty of perjury, that the facts stated herein are true and correct.


JoAnn Wolters as
Managing Member of
Gem Air, LLC.

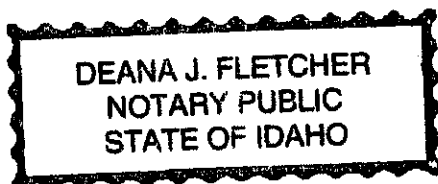

Daniel L. Schroeder as
Managing Member of
Gem Air, LLC

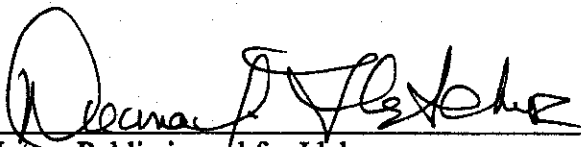
NOTARY

STATE OF IDAHO)
County of Lemhi)ss.

On this 21st day of March, 2008, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared JOANN WOLTERS, known to me to be the President of MOUNTAIN BIRD, INC., an Idaho corporation, the corporation that executed the PLAN OF MERGER within, and acknowledged to me that she executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.



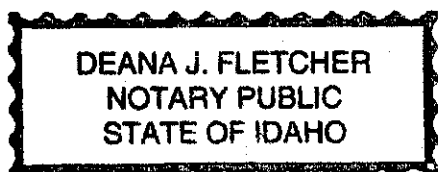

Notary Public in and for Idaho
Residing at: 64 Mountain Rd
My Commission Expires: 7-26-2010

NOTARY

STATE OF IDAHO)
County of Lemhi)ss.

On this 21st day of March, 2008, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared DANIEL L. SCHROEDER, known to me to be the Secretary/Treasurer of MOUNTAIN BIRD, INC., an Idaho corporation, the corporation that executed the PLAN OF MERGER within, and acknowledged to me that he executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.



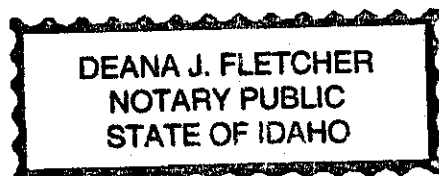
Deana J. Fletcher
Notary Public in and for Idaho
Residing at: SALMON ID.
My Commission Expires: 7-26-2010

NOTARY

STATE OF IDAHO)
County of Lemhi)ss.

On this 21st day of March, 2008, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared JOANN WOLTERS, known to me to be the Managing Member of GEM AIR, LLC, an Idaho limited liability company, the limited liability company that executed the PLAN OF MERGER within, and acknowledged to me that she executed the same on behalf of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.



Deana J. Fletcher
Notary Public in and for Idaho
Residing at: SALMON ID.
My Commission Expires: 7-26-2010

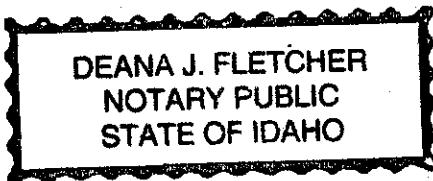
PLAN OF MERGER

NOTARY

STATE OF IDAHO)
County of Lemhi)ss.

On this 21st day of March, 2008, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared DANIEL L. SCHROEDER, known to me to be the Managing Member of GEM AIR, LLC, an Idaho limited liability company, the limited liability company that executed the PLAN OF MERGER within, and acknowledged to me that he executed the same on behalf of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.



Deana J. Fletcher
Notary Public in and for Idaho
Residing at: Salmon, ID
My Commission Expires: 7-26-2010