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State of Idaho

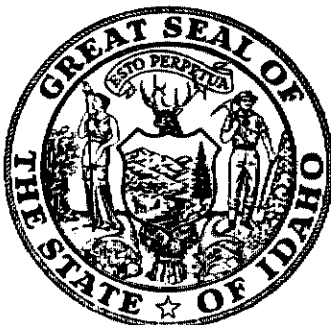
Department of State

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 L. B. SALES AND LEASING, INC., an Idaho corporation, into L. B. INDUSTRIES, INC., an Idaho corporation, duly executed 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: June 30, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

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 ARTICLES OF MERGER
 OF
 L. B. SALES AND LEASING, INC., AN IDAHO CORPORATION
 INTO L. B. INDUSTRIES, INC., AN IDAHO CORPORATION
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These Articles of Merger are made in accordance with Idaho Code Section 30-1-75 by the Boards of Directors of L. B. Industries, Inc., an Idaho Corporation and L. B. Sales and Leasing, Inc., an Idaho corporation, whereby L. B. Sales and Leasing, Inc. as a wholly owned subsidiary of L. B. Industries, Inc. shall merge into L. B. Industries, Inc. and whereby L. B. Industries, Inc. shall be the Surviving Corporation and the separate existence of L. B. Sales and Leasing, Inc. shall terminate and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, franchises, duties, liabilities and all other rights and obligations of L. B. Sales and Leasing, Inc.:

First: The subsidiary corporation to be merged into L. B. Industries, Inc., its parent corporation, is as follows: L. B. Sales and Leasing, Inc. which is incorporated under the laws of the State of Idaho. The merger of this Idaho domestic subsidiary corporation into its Idaho domestic parent corporation is expressly permitted under Section 30-1-75 of the Idaho Business Corporation Act.

Second: The attached Plan of Merger which is incorporated herein as Exhibit "A" was approved by the Board of Directors of the undersigned, as the Surviving Corporation and its wholly owned subsidiary, in the manner prescribed by the Idaho Business Corporation Act.

Third: The number of outstanding shares of each class of stock for the subsidiary corporation and the number of shares of each class of the subsidiary's stock owned by the Surviving Corporation is as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corporation</u>
L. B. Sales and Leasing, Inc.	10,000	Common	10,000

Fourth: A mailing of a copy of the Plan of Merger to the shareholders of L. B. Sales and Leasing, Inc. and L. B. Industries, Inc. has been waived by L. B. Industries, Inc. since L. B. Industries, Inc. is the owner of all outstanding shares of stock issued by the subsidiary corporation which is being merged into L. B. Industries, Inc. as the Surviving Corporation.

Fifth: These Articles of Merger shall be filed with the Secretary of State's office for the State of Idaho. The merger shall be effective on June 30, 1995 with the issuance of a Certificate of Merger by the Idaho Secretary of State.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals on behalf of L. B. Sales and Leasing, Inc. and the Surviving Corporation, L. B. Industries, Inc. on the date or dates indicated below.

L. B. INDUSTRIES, INC.

By: Jon A. Davis
Title: President
Date: 6/28/95

By: Christopher W. Clark
Title: Corp. Secretary
Date: June 28, 1995

L. B. SALES AND LEASING, INC.

By: James
Title: President
Date: 6/28/95

By: Christopher W. Clark
Title: Corp. Secretary
Date: June 28, 1995

State of Idaho)
County of Ada) ss.

I, Vicci Jo Ann Waters, a Notary Public, do hereby certify that on this 28th day of June, 1995, personally appeared before me Christopher W. Clark, who, being by me first duly sworn, declared that he is the Corporate Secretary of L. B. Industries, Inc., that he signed the foregoing document on behalf of said corporation, and that the statements therein contained are true.

(Notary Seal)

Vicci Jo Ann Waters
Notary Public
Residing in: Boise, Idaho
My Commission Expires: 9-28-95

State of Idaho)
)ss.
County of Ada)

I, Vicini Jo Ann Waters, a Notary Public, do hereby certify that on this 27th day of June, 1995, personally appeared before me Christopher W. Clark, who, being by me first duly sworn, declared that he is the Corporate Secretary of L. B. Sales and Leasing, Inc., respectively, that he signed the foregoing document on behalf of said corporation, and that the statements therein contained are true.

(Notary Seal)



Vicini Jo Ann Waters
Notary Public
Residing in: Boise, Idaho
My Commission Expires: 9-28-95

EXHIBIT A PLAN OF MERGER

THIS PLAN OF MERGER is executed on the date or dates indicated below, by and between L. B. Industries, Inc., an Idaho corporation ("LBI") and L. B. Sales and Leasing, Inc., an Idaho Corporation ("LBSL"), said corporations being sometimes referred to herein as the "Constituent Corporations."

LBI is a corporation duly organized and existing under the laws of the State of Idaho, having been incorporated thereunder on December 31, 1975.

LBSL is a corporation organized and existing under the laws of the State of Idaho having been incorporated thereunder on May 21, 1971.

The authorized capitalization of LBSL consists of 10,000 shares of common stock, each share having no par value, of which 10,000 shares are issued and outstanding as of the date hereof, all of which shares are owned by LBI.

The registered office of LBI in the State of Idaho is located at 1401 Shoreline Drive, Boise, Idaho, 83702. The registered office of L. B. Sales and Leasing, Inc. in the State of Idaho is located at 10830 Executive Drive, Boise, Idaho 83704.

The Boards of Directors of LBI and LBSL deem it to be to the benefit and advantage of each of said corporations that said corporations merge under and pursuant to the provisions of the Idaho Business Corporation Act and the Boards of Directors of each of the Constituent Corporations, by resolution duly adopted, have approved this Plan of Merger and the directors of each have duly authorized the execution of such Plan of Merger.

In consideration of the foregoing and the approval of this Plan of Merger in accordance with the provisions of the Idaho Business Corporation Act, LBSL shall be merged with and into LBI, with LBI surviving, and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as set forth herein.

ARTICLE I

Except as herein specifically set forth, the corporate existence of LBI, with all its purposes, powers and objects, shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers, and objects of LBSL shall be merged into LBI; and LBI, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of LBSL shall cease as soon as the merger shall become effective as herein provided, and thereupon LBI and LBSL shall be a single corporation, to wit, LBI (hereinafter sometimes referred to as the "Surviving Corporation"). The Surviving Corporation shall be governed by the laws of the State of

Idaho. Copies of the Plan of Merger and the Articles of Merger shall be filed with the Idaho Secretary of State. The merger shall become effective on June 30, 1995, although the Articles of Merger may be filed with the Idaho Secretary of State's Office prior to the effective date.

ARTICLE II

The address of the principal office of the Surviving Corporation shall be P.O. Box 2797, 1401 Shoreline Drive, Boise, Idaho 83701.

ARTICLE III

Upon the effective date of the merger, the Certificate and Articles of Incorporation of LBI shall be the Certificate and Articles of Incorporation of the Surviving Corporation, without any changes unless and until the same shall thereafter be altered or amended in accordance with law and the Articles of Incorporation.

ARTICLE IV

Upon the effective date of the merger, the Bylaws of LBI shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered or amended in accordance with law, the Articles of Incorporation, and said Bylaws.

ARTICLE V

On the effective date of the merger, the Surviving Corporation shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges, and purposes of each of the Constituent Corporations; and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Corporations, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall be liable for all liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation due or to become due, claim or demand for any cause existing against the Constituent Corporations, or any stockholder, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against the Constituent Corporations or any stockholder, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against the Constituent Corporations or any stockholder, officer, director or employee thereof shall abate or be discontinued by such merger, but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred or the Surviving Corporation may be substituted in any action or proceeding in place of the Constituent Corporations.

ARTICLE VI

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or rights of the Constituent Corporations, or otherwise to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do any things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions hereof.

ARTICLE VII

The number of shares of stock which the Surviving Company shall have authority to issue shall be as authorized by the Articles of Incorporation of the Surviving Corporation.

ARTICLE VIII

Upon the effective date of the merger, each issued and outstanding share of common stock of LBSL shall be cancelled. Conversion of the shares of common stock of LBSL into shares of common stock of LBI is not required because LBI is the sole shareholder of LBSL.

ARTICLE IX

Upon the effective date of the merger, the Surviving Corporation shall utilize the name L. B. Industries, Inc., as previously used by it. Since the Articles of Incorporation and Bylaws of LBI shall, in accordance with Articles III and IV hereof, constitute the Articles of Incorporation and Bylaws of the Surviving Corporation, no amendment to the Articles of Incorporation or Bylaws is required to perfect the merger.

ARTICLE X

Upon the effective date of the merger, the shares of common stock of LBSL which shall be outstanding immediately prior to the effective date of the merger shall be cancelled and retired, and no new shares of common stock or other securities of the Surviving Corporation shall be issuable with respect thereto.

ARTICLE XI

The officers and directors of LBI at the effective date of the merger shall serve as the officers and directors of the Surviving Corporation, until their successors shall have been elected and shall qualify or as otherwise provided in the Bylaws of the Surviving Corporation. If, on or after the effective date of the merger, a vacancy shall exist in the

Board of Directors of the Surviving Corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

ARTICLE XII

All corporate acts, plans, policies, approvals and authorizations of LBSL, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were on LBSL. The employees of LBSL shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of LBSL. It is intended that the transaction described herein qualify as a reorganization within the definition of Sections 36S(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

ARTICLE XIII

This Plan of Merger shall be submitted to and subject to obtaining the consent and approvals of the respective Board of Directors of each of the Constituent Corporations as are necessary under the applicable laws of the State of Idaho. It should be noted, however, that it is not necessary under the applicable laws of the State of Idaho to submit this Plan of Merger for approval before the stockholders of the Constituent Corporations since the Surviving Corporation owns in excess of 90% of the outstanding stock of the subsidiary being merged, pursuant to this Plan of Merger, into the Surviving Corporation.

ARTICLE XIV

This Plan of Merger and the merger may be terminated and abandoned by resolutions of the Boards of Directors of LBI and LBSL prior to the merger becoming effective. In the event of the termination and the abandonment of this Plan of Merger and the merger pursuant to the foregoing provisions of this Article XIV, this Plan of Merger shall become void and of no further effect without any liability on the part of either of the Constituent Corporations or their stockholders, directors or officers in respect thereof.

ARTICLE XV

This Plan of merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each party to this Plan of Merger, pursuant to authority duly given by its Board of Directors, has caused these presents to be executed on its behalf by its

president or vice-president, and attested to by its secretary or assistant secretary as of the date or dates indicated below.

L. B. INDUSTRIES, INC.,
an Idaho Corporation

By: Joe S. Love

Title: President

Date: 6/28/95

ATTEST:

By: Chapman W. Clark

Title: Corporate Secretary

L. B. SALES AND LEASING, INC.,
an Idaho Corporation

By: ~~Joe S. Love~~ [Signature]

Title: President

Date: 6/28/95

ATTEST:

By: Chapman W. Clark

Title: Corporate Secretary