

FILED EFFECTIVE

STATEMENT OF MERGER

2011 OCT 18 AM 8:14

OF

SECRETARY OF STATE
STATE OF IDAHO

**CONSOLIDATED ENGINEERS & MATERIALS TESTING, INC.,
a Wyoming Corporation**

WITH AND INTO

**STRATA, INC.,
an Idaho Corporation**

THE UNDERSIGNED CORPORATIONS do hereby execute the following Statement of Merger pursuant to the Idaho Entity Transactions Act and the Wyoming Business Corporation Act for the purpose of merging Consolidated Engineers & Materials Testing, Inc. ("CE&MT"), a Wyoming corporation, with and into Strata, Inc. ("STRATA"), an Idaho Corporation.

1.

NAMES AND STATE OF INCORPORATION

The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

| <u>NAME OF CORPORATION</u> | <u>STATE OF INCORPORATION</u> |
|--|--------------------------------------|
| Consolidated Engineers & Materials Testing, Inc. | Wyoming |
| Strata, Inc. | Idaho |

2.

NAME OF SURVIVING CORPORATION

2.1 The name which the Surviving Corporation is to have after the merger will be "Strata, Inc."

3.

COMPLIANCE WITH THE ACT

3.1 This merger is permitted under the Idaho Entity Transactions Act and the Wyoming Business Corporation Act (the "Acts"). STRATA and CE&MT have complied with the applicable provisions of the Acts.

IDAHO SECRETARY OF STATE
10/18/2011 05:00
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4.

APPROVAL BY BOARD OF DIRECTORS

4.1 The Board of Directors of STRATA, the Surviving Corporation in the merger, approved and adopted the Agreement and Plan of Merger on September 7, 2011, and directed that such document be submitted to a vote of its Shareholders. The Board of Directors of CE&MT approved and adopted the Agreement and Plan of Merger on October 1, 2011, and directed that such document be submitted to a vote of its Shareholders.

5.

APPROVAL BY SHAREHOLDERS

5.1 The Shareholders of STRATA duly approved and adopted the Agreement and Plan of Merger on October 1, 2011, in the manner prescribed under the Acts.

5.2 The Shareholders of CE&MT duly approved and adopted the Agreement and Plan of Merger on October 1, 2011, in the manner prescribed under the Acts.

6.

SHARES

6.1 The number of shares outstanding and the number of shares of each corporation entitled to vote on the Agreement and Plan of Merger were as follows:

| <u>NAME OF CORPORATION</u> | <u>NUMBER OF SHARES OUTSTANDING</u> | <u>NUMBER OF SHARES ENTITLED TO VOTE</u> |
|--|--|--|
| Strata, Inc. | 12,114 shares, no Par Value common voting shares | 12,114 |
| Consolidated Engineers & Materials Testing Inc. | 747,350 shares, no Par Value common voting shares | 747,350 |

7.

SHARES VOTED FOR AND AGAINST MERGER

7.1 As of the date outlined in Paragraph 6, the number of shares voted for and against the approval and adoption of the Agreement and Plan of Merger were as follows:

| <u>NAME OF CORPORATION</u> | <u>TOTAL SHARES VOTED FOR</u> | <u>TOTAL SHARES VOTED AGAINST</u> |
|---|-----------------------------------|---------------------------------------|
| Strata, Inc. | 12,114 voting common | 0 |
| Consolidated Engineers & Materials Testing, Inc. | 747,350 voting common | 0 |

8.

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

8.1 The Articles of Incorporation of STRATA, the Surviving Corporation, will not be amended in conjunction with the merger.


9.

EFFECTIVE TIME OF THE MERGER

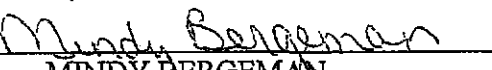
9.1 The Statement of Merger, and the Agreement and Plan of Merger incorporated herein by this reference, shall take effect on the date and time of the filing of the Statement of Merger with the Idaho Secretary of State and the Wyoming Secretary of State pursuant to W.S. 17-16-1106, and the merger therein contemplated shall be deemed to be complete and consummated at said time.

IN WITNESS WHEREOF, this Statement of Merger have been signed by the President and Secretary of Strata, Inc. and by the President and Secretary of Consolidated Engineers & Materials Testing, Inc., each thereunto duly authorized, as of October 1, 2011.

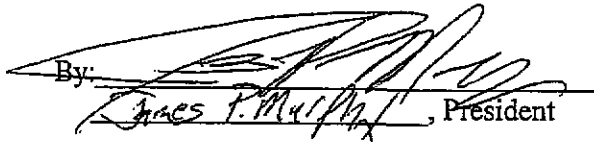
STRATA, INC.

By: 
 TRAVIS WAMBEKE
 Its: President

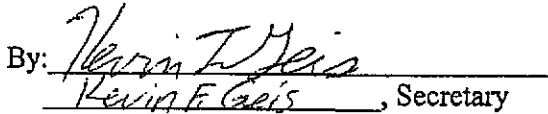
ATTEST:

By: 
 MINDY BERGEMAN
 Its: Secretary

CONSOLIDATED ENGINEERS & MATERIALS TESTING, INC.

By:  _____, President

ATTEST:

By:  _____, Secretary