

FILED EFFECTIVE

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STATE OF IDAHO

ARTICLES OF MERGER

Unwin, Scheben, Korynta & Huettl, Inc., an Alaska corporation ("USKH"), and Wyatt Engineering, Inc., an Idaho corporation ("Wyatt"), in accordance with applicable Alaska and Idaho law respectively, have adopted and approved a Plan of Merger, a true and exact copy of which is attached hereto and incorporated by reference herein.

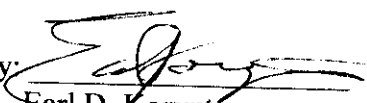
USKH has a six member board of directors; 6 directors voted in favor of the Plan of Merger; no directors voted against. Wyatt has a three member board of directors; all three directors voted in favor of the Plan of Merger. Pursuant to Alaska Statute 10.06.554, USKH owning 100% shares of Wyatt, no vote of shareholders of USKH is required. USKH as sole shareholder of Wyatt approved the merger.


Wyatt has 34,790 shares issued and outstanding of one class. USKH has 6,175 shares issued and outstanding of one class. After the merger USKH will have 6,175 shares issued and outstanding of one class. No Wyatt shares shall survive the merger.

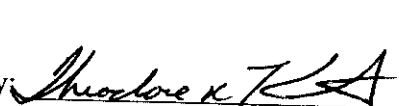
Dated: October 12, 2004.

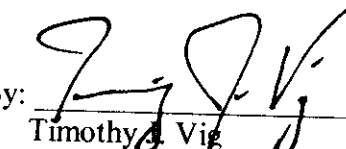
Wyatt Engineering, Inc.,
an Idaho corporation

Unwin, Scheben, Korynta & Huettl, Inc. ,
an Alaska corporation

By: 
Earl D. Korynta
President

By: 
James A. Huettl
President

By: 
Theodore R. Kruth
Secretary

By: 
Timothy A. Vig
Secretary

IDAHO SECRETARY OF STATE
11/10/2004 05:00
CK: 2473 CT: 141004 IN: 775917
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STATE OF IDAHO

PLAN OF MERGER

The Boards of Directors of Unwin, Scheben, Korynta & Huettl, Inc., an Alaska corporation ("USKH"), and Wyatt Engineering, Inc., an Idaho corporation ("Wyatt"), do hereby adopt and approve the following Plan of Merger pursuant to applicable Alaska and Idaho law respectively, including AS 10.06.562 and Idaho Code section 30-1-1102.

1. Wyatt, a 100% owned subsidiary of USKH, proposes to merge with USKH. USKH shall be the surviving corporation.
2. The major terms and conditions of the proposed merger are as follows:
 - a. All of the outstanding shares of Wyatt (34,790 shares) are owned by USKH. No Wyatt shares shall survive the merger.
 - b. Wyatt shall assign all its assets and liabilities to USKH.
 - c. USKH shall accept Wyatt's assignment and assume all Wyatt's liabilities.
3. There are no changes in the Articles of Incorporation of the surviving corporation required by the merger.

ADOPTED AND APPROVED October 12, 2004.

Wyatt Engineering, Inc.,
an Idaho corporation

By: 

Earl D. Korynta
President

Unwin, Scheben, Korynta & Huettl, Inc.,
an Alaska corporation

By: 

James A. Huettl
President

By: 

Theodore R. Kruth
Secretary

By: 


Timothy J. Vig
Secretary

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STATE OF IDAHO

Pursuant to Idaho Code Section 30-1-1104(8), Unwin, Scheben, Korynta & Huettl, Inc., an Alaska corporation ("USKH"), the sole shareholder of Wyatt Engineering, Inc., an Idaho corporation ("Wyatt"), accepts assignment and assumption of all Wyatt's liabilities as provided by the Plan of Merger between USKH and Wyatt.

October 7, 2004.

Unwin, Scheben, Korynta & Huettl, Inc.,
an Alaska corporation


By: LEO VON SCHAREN
Title: CFO