

FILED EFFECTIVE

ARTICLES AND PLAN OF MERGER  
OF  
VALLEY VENTURES, INC.  
(The Merging Company)

03 JUL -1 PM 4: 31  
SECRETARY OF STATE  
STATE OF IDAHO

WITH AND INTO  
INDUSTRIAL VENTILATION, INC.  
(The Surviving Corporation)

Pursuant to the provisions of the Idaho Business Corporation Act, as amended, the undersigned domestic corporations adopt the following Articles and Plan of Merger for the purpose of merging into one of such corporations:

**FIRST:** The following Plan of Merger was approved by the directors and shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act:

**PLAN OF MERGER**

(a) The names of the undersigned constituent corporations and the States under the laws of which they are respectively organized are:

The name of the Merging Corporation is VALLEY VENTURES, INC., an Idaho corporation.

The name of the Surviving Corporation is INDUSTRIAL VENTILATION, INC., an Idaho corporation.

(b) The terms and conditions of the proposed merger are as follows:

(i) The directors and officers of the Surviving Corporation immediately prior to the effective date of the merger shall continue to be the directors and officers of the Surviving Corporation, to hold office for the terms specified in the Bylaws of the Surviving Corporation and until their respective successors are duly elected and qualified.

(ii) The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the effective date of the merger shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation, until altered or repealed in the manner provided by law and such Articles of Incorporation or Bylaws.

(iii) When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, the assets and liabilities of the Merging Corporation shall be recorded in the accounting records of the Surviving Corporation at the amounts at which they are carried at that time in the accounting records of the Merging Corporation.

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(iv) This Plan of Merger may be terminated and abandoned prior to the effective date of the merger upon the occurrence of any one of the following events:

(1) By mutual written consent of both the Merging Corporation and the Surviving Corporation.

(2) By either such party if the effective date of the merger has not occurred by March 31, 2003.

(v) The effective date of the merger provided for by this Plan of Merger shall be the date on which the last act required to complete the merger under the laws of the State of Idaho is performed.

(c) The manner and basis of converting the shares of each corporation into shares of the Surviving Corporation shall be as follows: All of the outstanding Common Stock of the Merging Corporation shall be cancelled and retired without payment of any consideration therefore. No new shares of the Surviving Corporation shall be issuable, and 1,000 shares of the Surviving Corporation, and such 1,000 shares shall constitute all of the issued and outstanding capital stock of the Surviving Corporation.

**SECOND:** As to each of the undersigned corporations, the designation, number of outstanding shares, and the number of votes entitled to be cast by each voting group entitled to vote separately on the plan as to each corporation, are as follows:

| <u>Name of the Corporation</u> | <u>Number of Shares Outstanding</u> | <u>Entitled to Vote</u> |                         |
|--------------------------------|-------------------------------------|-------------------------|-------------------------|
|                                |                                     | <u>Designation</u>      | <u>Number of Shares</u> |
| Valley Ventures, Inc.          | 2                                   | Common Stock            | 2                       |
| Industrial Ventilation, Inc.   | 1,000                               | Common Stock            | 1,000                   |

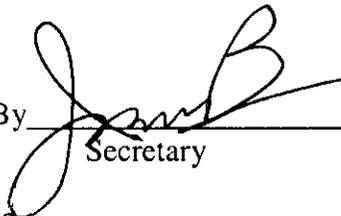
**THIRD:** As to each of the undersigned corporation, the total number of votes cast for and against such Plan of Merger by each voting group entitled to vote separately thereon, respectively, are as follows:

| <u>Name of the Corporation</u> | <u>Total Voted For</u> | <u>Total Voted Against</u> | <u>Number of Shares Entitled to Vote as a Class</u> |                  |                      |
|--------------------------------|------------------------|----------------------------|---|------------------|----------------------|
|                                |                        |                            | <u>Voting Group</u>                                 | <u>Voted For</u> | <u>Voted Against</u> |
| Valley Ventures, Inc.          | 2                      | 0                          | Common  | 2                | 0                    |
| Industrial Ventilation, Inc.   | 1,000                  | 0                          | Common  | 1,000            | 0                    |

DATED this 30<sup>th</sup> day of May, 2003.

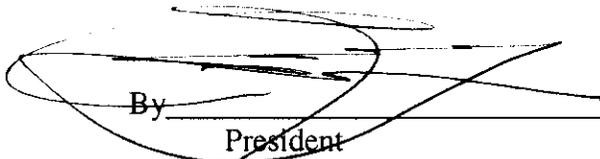
**INDUSTRIAL VENTILATION, INC.**

By   
President

By   
Secretary

DATED this 17<sup>th</sup> day of June, 2003.

**VALLEY VENTURES, INC.**

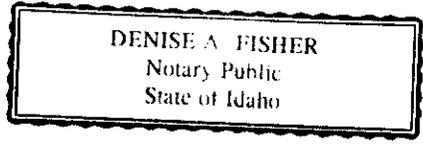
By   
President

By   
Secretary

STATE OF IDAHO )  
  :SS  
County of Ada        )

I, Denise A. Fisher, a Notary Public, do hereby certify that on this 30<sup>th</sup> day of May, 2003, personally appeared before me Frank Bushman, and Jerry Bartels, who, being first duly sworn, declared that they are the President and Secretary, respectively, of INDUSTRIAL VENTILATION, INC., an Idaho corporation, and that they signed the foregoing document as President and Secretary of the Surviving Corporation, and that the statements contained there are true.

Denise A. Fisher  
Notary Public for Idaho  
My commission expires 1/07



STATE OF IDAHO )  
  :SS  
County of Ada        )

I, Denise A. Fisher, a Notary Public, do hereby certify that on this 17<sup>th</sup> day of June, 2003, personally appeared before me Rick Youngblood, and Jerry Bartels, who, being first duly sworn, declared that they are the President and Secretary, respectively, of VALLEY VENTURES, INC., an Idaho corporation, and that they signed the foregoing document as President and Secretary of the Surviving Corporation, and that the statements contained there are true.

Denise A. Fisher  
Notary Public for Idaho  
My commission expires 1/07

