

FILED/EFFECTIVE**ARTICLES OF MERGER**

OCT 30 AM 10:27

TO: The Secretary of State of the State of Idaho

STATE OF IDAHO

MSM DESIGN INC., an Idaho corporation ("Surviving Corporation"), pursuant to Section 30-1-1105 of the Idaho Business Corporation Act, hereby executes the following Articles of Merger for purpose of merging **REEL ILLUSIONS INC.**, an Idaho corporation ("Merging Corporation"), into the Surviving Corporation:

1. The Plan of Merger is attached hereto as Exhibit "A".
2. The merger was approved by the shareholders of the Merging Corporation and the Surviving Corporation pursuant to Section 30-1-1103, Idaho Code. The total number of shares entitled to vote, voted for, and voted against the Plan are as follows:

Name of Corporation	Class of Shares	Number of Shares Entitled to Vote	Shares Voted For	Shares Voted Against
MSM Design Inc.	Voting Common	4,800	4,800	-0-
Reel Illusions Inc.	Voting Common	4,800	4,800	-0-

3. These Articles of Merger shall be effective as of October 31, 2001.

DATED this 24 day of October, 2001.**MSM DESIGN INC.**By Barbara P. Mueller, Pres.
Barbara P. Mueller, President

"Surviving Corporation"

REEL ILLUSIONS INC.By Barbara P. Mueller, Pres.
Barbara P. Mueller, President

"Merging Corporation"

CTBTI2Q-MMM-MSM-AOM

IDAHO SECRETARY OF STATE
 10/30/2001 05:00
 CK: 227000 CT: 4260 BH: 427030
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PLAN OF MERGER

THIS PLAN OF MERGER is by and between **MSM DESIGN INC.**, an Idaho corporation (herein sometimes referred to as "MSM" or the "Surviving Corporation"), and **REEL ILLUSIONS INC.**, an Idaho corporation (herein sometimes referred to as "Reel" or the "Merging Corporation").

WHEREAS, MSM is a corporation organized and existing under and by virtue of the laws of the state of Idaho, having an authorized capitalization of ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share, of which four thousand eight hundred (4,800) shares are presently outstanding, and

WHEREAS, REEL is a corporation organized existing under and by virtue of the laws of the state of Idaho, having an authorized capitalization of ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share, of which four thousand eight hundred (4,800) shares are presently outstanding, and

WHEREAS, the Board of Directors of MSM and REEL, the parties hereto, deem it desirable and in the best interests of the corporations and their shareholders that REEL be merged into MSM.

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

- 1) The merging corporations shall be merged into a single corporation by REEL merging with and into MSM, which shall survive the merger pursuant to the provisions of Section 30-1-1105, *et seq.*, of the Idaho Business Corporation Act. Upon such merger, the separate corporate existence of REEL shall cease, and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of REEL, and the Surviving Corporation shall become subject to all debts and liabilities of REEL in the same manner as if the Surviving Corporation had itself incurred them.
- 2) The name of the Surviving Corporation shall remain MSM DESIGN INC., upon the effectiveness of the merger.
- 3) The Articles of Incorporation of MSM, and any amendments thereto, shall remain the same and in no way be affected or changed because of the merger.
- 4) The Bylaws of MSM shall remain the same and in no way be affected or changed because of the merger.
- 5) The Directors of the Surviving Corporation, as of the effective date of the merger, shall remain the directors of the Surviving Corporation until their respective successors are elected.

6) All shares of stock of REEL shall be canceled upon the merger and no additional shares of the Surviving Corporation shall be issued. After the effective date of the merger, holders of certificates of common stock in REEL shall surrender such shares to the Surviving Corporation in such manner as the Surviving Corporation shall legally require.

7) Neither REEL nor MSM shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan.

8) This Plan of Merger will be submitted to the shareholders of the merging corporations for approval in the manner provided by the applicable laws of the State of Idaho by means of unanimous consent. After approval by the vote of the holders of at least a majority of the issued and outstanding shares of each corporation required to vote thereon, Articles of Merger shall be filed as required by the laws of the State of Idaho. The merger shall be effective on October 31, 2001.

9) The directors of either merging corporation may, at their discretion, abandon this merger, subject to the rights of third parties under contracts relating thereto, without further action or approval by the shareholders of the corporations, at any time before the merger has been completed.

This Plan of Merger may be executed in any number of counterparts, with all such counterparts to constitute an original instrument.

IN WITNESS WHEREOF, the parties have signed and dated this Plan of Merger as set forth below.

MSM DESIGN INC.

By Barbara P. Mueller, President
Barbara P. Mueller, President

DATE: 10/24/01

"Surviving Corporation"

REEL ILLUSIONS INC.

By Barbara P. Mueller, President
Barbara P. Mueller, President

DATE: 10/24/01

"Merging Corporation"