

FILED
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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF MERGER
OF
HUCKLEBERRY BAY COMPANY
(an Idaho corporation)
INTO**

**INLAND NORTHWEST CORPORATION
(a Washington corporation and the surviving corporation)**

IDAHO SECRETARY OF STATE
04/03/1998 09:00
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The names of the corporations adopting these Articles of Merger are Huckleberry Bay Company, an Idaho corporation (HBC) and Inland Northwest Corporation, a Washington corporation (INC). The surviving corporation is INC.

Pursuant to §§RCW 23B.11.010, .030, .050 and .070 of the Washington Business Corporation Act, and § 30-1-1105 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

ARTICLE I.

The following Plan of Merger was required to be approved by the shareholders of each of the undersigned corporations. Approval in the manner prescribed by the Washington and Idaho law was given by unanimous votes of the Boards of Directors of HBC and of INC on August 8, 1997 and by unanimous written consent of shareholders of HBC on October 31, 1997 and by unanimous written consent of shareholders of all classes of stock of INC on October 31, 1997.

PLAN OF MERGER

This Plan of Merger dated effective November 1, 1997, by and between Inland Northwest Corporation, a Washington corporation (hereafter referred to as "INC"), and Huckleberry Bay Company, an Idaho corporation (hereafter referred to as "HBC"), such corporations being hereafter collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, INC is a corporation duly organized and existing under the laws of the state of Washington, having been incorporated on April 10, 1991 under the name of Inland Northwest Dairies, Inc., having subsequently filed Articles of Amendment changing its name to Inland

Northwest Corporation on September 3, 1997, and having approved Articles of Amendment effective November 1, 1997 restating its Articles of Incorporation to authorize capital stock of one million (1,000,000) shares of common stock, of \$.01 per share par value, of which five hundred thousand shares are issued and outstanding; and

WHEREAS, HBC is a corporation duly organized and existing under the laws of the state of Idaho, having been incorporated on November 23, 1987, and having an authorized capital stock of one million (1,000,000) shares of common stock, having a par value of \$1.00 per share, of which five hundred thousand (500,000) shares are issued and outstanding; and

WHEREAS, the respective boards of directors of INC and HBC deem it advisable and in the best interests of the corporations that HBC be merged with and into INC as the Surviving Corporation, as authorized by the statutes of the states of Washington and Idaho under and pursuant to the terms and conditions therein set forth, and for the shares of capital stock of HBC issued and outstanding at the Effective Date (as hereinafter defined) to be converted into shares of INC stock, and each such board has duly approved this Plan of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, and for the purpose of setting forth the terms and conditions of the merger, the mode of carrying the same into effect, the manner and basis of converting the shares of each Constituent Corporation into shares of the Surviving Corporation, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree as follows:

ARTICLE

I.

MERGER AND NAME OF SURVIVING CORPORATION

At the Effective Date, as hereafter defined, HBC shall be merged with and into INC, which is hereby designated as the Surviving Corporation, and which shall not be a new corporation, but shall continue its corporate existence under the name of Inland Northwest Corporation, a corporation to be governed under the laws of the state of Washington. The Surviving Corporation shall continue to be named in and to maintain a registered office in the state of Washington, and shall obtain a Certificate of Authority to do business as a foreign corporation under the assumed name "Huckleberry Bay Company", and maintain a registered office, in the

state of Idaho.

ARTICLE II.
TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

A. At the Effective Date:

1. The Constituent Corporations shall be a single corporation, which shall be INC, the corporation designated herein as the Surviving Corporation.
2. The separate existence of HBC shall cease.
3. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises, whether of a public or private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; and all and singular, the rights, privileges, powers and franchises of each Constituent Corporation, and all property, real, personal and mixed, and all debts due to either Constituent Corporation on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.
4. All corporate acts, plans, policies, contracts, approvals and authorizations of HBC and 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 shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to HBC.

5. The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

B. The number of members on the board of directors for the Surviving Corporation shall be not less than three, unless all the shares are owned beneficially and of record by less than three shareholders, in which case the number of directors shall be the same as the number of shareholders. The board of directors and the officers of the Surviving Corporation as of the Effective Date shall be:

Board of Directors

Donald Barbieri
Art Coffey
David Bell
Thomas Barbieri
David Barbieri
Stephen Barbieri
Richard Barbieri

Officers

President:	Donald Barbieri
Vice President/Treasurer:	Art Coffey
Vice President/Secretary:	Richard Barbieri
Vice President/Asst. Sec:	David Bell
Vice President/Asst. Sec:	Thomas Barbieri

ARTICLE III.
MANNER AND BASIS OF CONVERTING SHARES
AND RELATED PROVISIONS

The manner and basis of converting the issued and outstanding shares of each Constituent Corporation into shares of the Surviving Corporation and the mode of

carrying the merger into effect are as follows:

A. Each share of HBC stock outstanding at the Effective Date shall be converted into one (1) fully paid and non-assessable share of the Surviving Corporation without any action on the part of the holder thereof. After the Effective Date, each registered shareholder of HBC shall become a registered shareholder of INC of the number of share of common stock of INC equal to the number of shares previously registered in that shareholder's name in HBC, in addition to all other shares of stock which that shareholder may already hold in INC.

B. All shares of stock into which shares of HBC stock shall have been converted pursuant to this Article III shall be issued in full satisfaction of all rights pertaining to such converted shares.

ARTICLE IV.

CERTIFICATE AND ARTICLES OF INCORPORATION AND BYLAWS

A. The Certificate and Articles of Incorporation of INC as existing and constituted immediately prior to the filing of these Articles of Merger shall, upon the merger becoming effective, be and constitute the Certificate and Articles of Incorporation of the Surviving Corporation, until otherwise amended in the manner provided by law.

B. The Bylaws of INC, as existing and constituted immediately prior to the filing of these Articles of Merger, upon the merger becoming effective, be and constitute the Bylaws of the Surviving Corporation until amended in the manner as provided by the Articles of Incorporation.

ARTICLE V.

APPROVAL AND EFFECTIVE TIME OF THE MERGER

A. The merger shall be deemed effective as of November 1, 1997 (herein the "Effective Date").

B. This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the state of Washington.

C. The Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

IN WITNESS WHEREOF, the parties have hereunto set

their hands and seals effective the 1st day of November, 1997.

ARTICLE II.

As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares to each class entitled to vote as a class on such a plan are as follows:

INLAND NORTHWEST CORPORATION: 500,000 shares outstanding. No class voting.

HUCKLEBERRY BAY COMPANY: 500,000 shares outstanding. No class voting.

ARTICLE III.


As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, with no class voting, are as follows:

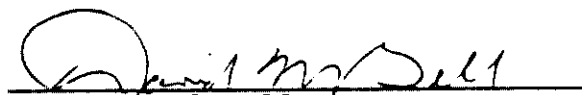
INLAND NORTHWEST CORPORATION: 500,000 shares voted for. Zero shares voted against.

HUCKLEBERRY BAY COMPANY: 500,000 shares voted for. Zero shares voted against.

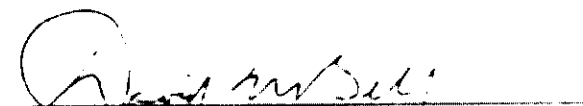
DATED effective November 1, 1997.

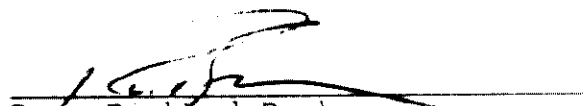
INLAND NORTHWEST CORPORATION


By: Richard Barbieri
Its: Vice President


By: David Bell
Its: Assistant Secretary

HUCKLEBERRY BAY COMPANY


By: David Bell
Its: President


By: Richard Barbieri
Its: Secretary