

State of Idaho



CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of U.S. PRODUCTS, INC., A California Corporation

into U.S. PRODUCTS, INC., An Idaho Corporation
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of
merger, and attach hereto a duplicate original of the Articles of
Merger.

Dated March 2, 19 89.



Pete T. Cenarrusa
SECRETARY OF STATE

Stacy T. Clark
Corporation Clerk

858

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO
U.S. PRODUCTS, INC., an Idaho Corporation

1026

Pursuant to the provisions of Section 30-1-77 of the Idaho Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
U.S. Products, Inc.	a California Corporation
U.S. Products, Inc.	an Idaho Corporation

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is U.S. Products, Inc., an Idaho Corporation, and it is to be governed by the laws of the State of Idaho.

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Idaho Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized.

U.S. Products, Inc., a California corporation, shall, under I.R.C. sec 368(a)(1)(F), accomplish a simple reincorporation by a statutory merger. U.S. Products, Inc., the California corporation, shall transfer effective 1/1/89 all of its assets to the acquiring corporation, U.S. Products, Inc., an Idaho corporation, which simultaneously shall issue to the shareholders of the California corporation its stock and the shareholders of the California corporation in exchange will transfer the stock of the California corporation to U.S. Products,

Inc., an Idaho corporation, and the California stock will be automatically cancelled. The end result will be that the shareholders shall then hold stock in the Idaho corporation only, which corporation shall have all assets of the California corporation.

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

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class Designation of Class</u>	<u>Number of Shares</u>
U.S. Products, Inc. an Idaho Corporation	1	(No shares entitled to vote as a class)	
U.S. Products, Inc. a California Corporation	4,000		

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	Number of Shares Entitled to Vote as a Class					
	Total Voted For	Total Voted Against	Class	Voted For	Voted Against	
U.S. Products, Inc. an Idaho Corporation	100%	-0-	n/a	n/a	n/a	
U.S. Products, Inc. a California Corporation	100%	-0-	n/a	n/a	n/a	

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby:

(a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

DATED this 5 day of JAN, 1989.

U.S. PRODUCTS, INC.
an Idaho Corporation

By: Bernard Gunster
President

Shelia T.O. Tursten
Secretary

U.S. PRODUCTS, INC.
a California Corporation

By: Bernard Gunster
President

Shelia T.O. Tursten
Secretary

STATE OF Idaho)
County of Kootenai) ss.

On this 5 day of January, 1988, before me, the undersigned Notary Public in and for said State, personally appeared Bernard Grueter and Shila FA Grueter, known or identified to me to be the President and Secretary, respectively, of U.S. Products, Inc., an Idaho corporation, the corporation that executed the instrument or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first above written.

Hayden Trabert
Notary Public for: Idaho
Residing at: Hayden Lake
Commission expires: 5/23/92

STATE OF Idaho)
County of Kootenai) ss.

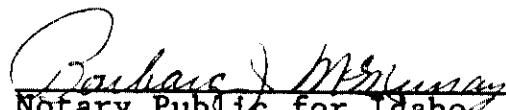
On this 5 day of January, 1988, before me, the undersigned Notary Public in and for said State, personally appeared Bernard Grueter and Shila FA Grueter, known or identified to me to be the President and Secretary, respectively, of U.S. Products, Inc., a California corporation, the corporation that executed the instrument or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first above written.

Hayden Trabert
Notary Public for: Idaho
Residing at: Hayden Lake
Commission expires: 5/23/92

STATE OF IDAHO)
ss.
County of Kootenai)

The undersigned, a Notary Public in and for the State of Idaho, does hereby certify that on the 27th day of February, 1989, personally appeared before me Bernard Gurstein, who, being by me first duly sworn, declared that he is the President of U.S. PRODUCTS, INC., an Idaho Corporation, and U. S. PRODUCTS, INC., a California Corporation, that he signed the foregoing document as President of the corporations, and that the statements therein contained are true.



Richard J. Murray
Notary Public for Idaho
Residing at Coeur d'Alene
My Commission expires: 8-22-92