

STATEMENT OF MERGER

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This Statement of Merger (the "Agreement") dated as of March 31 2011 is entered into between MindTime, Inc. (Delaware), a Delaware corporation (herein "Surviving Corporation") OF STATE and MindTime, Inc. (Idaho), an Idaho corporation (herein "Merging Corporation"). Surviving OF IDAHO Corporation and Merging Corporation are hereinafter sometimes collectively referred to as the "Constituent Corporations."

1. The Board of Directors and shareholders of the Merging Corporation have approved the merger with and into the Surviving Corporation and the consummation of the transactions contemplated by a Plan of Merger (the "Merger"), upon the terms and subject to the conditions set forth in the Plan of Merger, in accordance with the Articles of Incorporation and Bylaws of the Merging Corporation, the Idaho Entity Transaction Act ("IETA"), the Delaware General Corporation Law ("DGCL") and all other applicable laws.

2. The Board of Directors of the Surviving Corporation has approved the Merger, upon the terms and subject to the conditions set forth in the Plan of Merger, in accordance with Certificate of Incorporation and Bylaws of the Surviving Corporation, IETA, DGCL and all other applicable laws.

3. Subject to and upon the terms and conditions of the Plan of Merger, this Statement of Merger, the applicable provisions of IETA and DGCL, Merging Corporation shall be merged with and into Surviving Corporation. Appropriate documents necessary to effectuate the Merger shall be filed with the Secretary of State of the states of Idaho and Delaware and the Merger shall become effective at the time filed with the Secretary of State of the states of Idaho and Delaware and as provided by applicable law (the "Effective Time").

4. Pursuant to section 30-18-206(5), Idaho Code, the surviving entity is a foreign entity and the mailing address to which the secretary of state may send any process served on the secretary of state shall be: MindTime, Inc., c/o John Furey, 524 San Anselmo Avenue, #114, San Anselmo, CA 94960.

5. The effect of the Merger and the effective date and time of the Merger are as prescribed by law and set forth in the Plan of Merger.

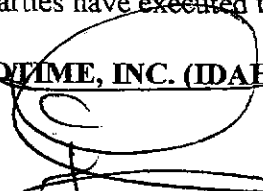
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IDAHO SECRETARY OF STATE  
03/31/2011 05:00  
CK: NONE CT: 1157 BH: 1266992  
1 @ 30.00 = 30.00 STMT MERGE # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C177808

The parties have executed this Agreement as of the date set forth above.


**MINDTIME, INC. (IDAHO)**

By:   
John Furey, President

By:   
Joy Chiu, Secretary

**MINDTIME, INC. (DELAWARE)**

By:   
John Furey, President

By:   
Joy Chiu, Secretary