

State of Idaho

Department of State

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 TRANSPORT EQUIPMENT
COMPANY

into KENMORTH SALES COMPANY, INC.

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.

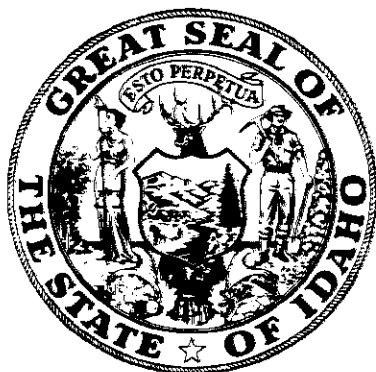
ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

Merger

, and attach hereto a duplicate original of the Articles of

Merger

Dated December 7, 19 87



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF MERGER
OF
KENWORTH SALES COMPANY,
AND
TRANSPORT EQUIPMENT COMPANY

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The following Articles of Merger have been and are adopted by Kenworth Sales Company, Inc. ("Kenworth") a Utah corporation, and Transportation Equipment Company ("Transport Equipment"), an Idaho corporation.

ARTICLE I

The following is the plan of merger of Transport Equipment Company into Kenworth:

1. Effective upon the filing of the Articles of Merger in Utah and Idaho, Transport Equipment shall be merged into Kenworth pursuant to Section 16-10-72 Utah Code Annotated and Section 30-1-117, Idaho Code, so that Kenworth is the surviving corporation.

2. For each share of the outstanding capital stock of Transport Equipment, there will be issued to the holder thereof 13.73 shares of the capital stock of Kenworth. On the surrender of the capital stock of Transport Equipment by the holders thereof, the same will be cancelled. Transport Equipment, will, immediately upon the merger, cease to exist.

3. All assets, property rights, privileges, licenses and franchises of Transport Equipment shall immediately upon such merger, be the assets, property rights, privileges, licenses and franchises of Kenworth. All liabilities of Transport Equipment

existing and contingent, shall be the obligations and liabilities of Kenworth, which hereby assumes the same.

4. No change will be made in the Articles of Incorporation or Bylaws of Kenworth as a result of the merger.

ARTICLE II

There are 60,000 shares of 6% cumulative, non-voting preferred stock of Kenworth issued and outstanding and 145,000 shares of common stock of Kenworth, par value \$1.00 per share, issued and outstanding and each share is entitled to one vote.

ARTICLE III

There are 5,853 shares of common stock of Transport Equipment, par value \$1.00 per share, issued and outstanding and each share is entitled to one vote.

ARTICLE IV

The shareholders of Kenworth have voted 60,000 shares of preferred stock and 145,000 shares of common stock in favor of this plan of merger, and no shares opposed. Shareholders of Transport Equipment have voted 5,853 shares in favor of this plan of merger, and no shares opposed.

DATED this 16TH day of November, 1987.

KENWORTH SALES COMPANY, INC.

By J. E. Broadway
President

By Veda Broadway
Secretary

TRANSPORT EQUIPMENT COMPANY

By J. E. Broadway
President

By Veda Broadway
Secretary

STATE OF UTAH)
 : SS.
COUNTY OF SALT LAKE)

J.E. TREADWAY, being first duly sworn, upon
oath, says and verifies:

That the said J.E. TREADWAY is President and
VEDA TREADWAY is Secretary of Kenworth Sales Company,
Inc.; that he has read the foregoing Articles of Merger and know
the content thereof and the facts therein stated are true.

J.E. Treadway
SUBSCRIBED AND SWORN to before me this 17TH day of
NOVEMBER, 1987.

My Commission Expires:

9/17/91

Kyle Treadway
Notary Public
Residing at Salt Lake City, UT

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

Veda Treadway, being first duly sworn, upon
oath, says and verifies:

That the said J.E. TREADWAY is President and
Veda Treadway is Secretary of Transport Equipment Com-
pany; that she has read the foregoing Articles of Merger and know
the content thereof and the facts therein stated are true.

Veda Treadway
SUBSCRIBED AND SWORN to before me this 17th day of
NOVEMBER, 1987.

Kyle Treadway
Notary Public
Residing at Salt Lake County, UT

My Commission Expires:

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AGREEMENT

WHEREAS, Kenworth Sales Company, Inc. a Utah corporation, ("Kenworth"), which is to be the surviving corporation under a plan of merger, desires to merge into itself Transportation Equipment Company, an Idaho corporation, ("Transport Equipment"); and

WHEREAS, the surviving corporation is to be governed by the laws of the State of Utah; and

WHEREAS, the surviving corporation desires to transact business in the State of Idaho;

NOW THEREFORE, in consideration of the privilege of doing business in the State of Idaho, Kenworth promises to comply with the requirements of the Idaho General Business Corporation Act (the "Act") and specifically with the statutory requirements of merging a foreign corporation with a corporation organized under the laws of the State of Idaho, and agrees as follows:

1. Kenworth agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to the aforementioned merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new corporation; and

2. Kenworth agrees and hereby appoints the Secretary of the State of Idaho as its agent to accept service of process in any such proceeding; and

3. Kenworth agrees that it will promptly pay to the dissenting shareholders of Transport Equipment, the amount, if any, to which they shall be entitled under provisions of the Act with respect to the rights of dissenting shareholders.

DATED this 16th day of November, 1987

KENWORTH SALES COMPANY, INC.

By *J. E. Broadway*
President

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

SUBSCRIBED AND SWORN to before me this 16th day of November, 1987.

Kyle Broadway
Notary Public
Residing at *Salt Lake County, UT*

My Commission Expires:

9/17/91

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