

ARTICLES OF MERGER

OF NUSstaff, Inc.

INTO SCIENTECH, Inc.

97 SEP -8 PM 2:31
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-75 of the Idaho General Corporation Law, and Section 253 of the Delaware General Corporation Law, the undersigned corporations hereby agree as follows for the purpose of merging NUSstaff, Inc. into SCIENTECH, Inc.

1. NUSstaff, Inc. is validly organized, existing and in good standing under the laws of the State of Delaware. SCIENTECH, Inc. is validly organized, existing and in good standing under the laws of the State of Idaho.

2. All of the issued and outstanding stock of NUSstaff, Inc. is owned by SCIENTECH, Inc.

3. On Jan 31, 1997, NUSstaff, Inc. adopted the following resolutions:

RESOLVED, that the corporation merge into its parent corporation, SCIENTECH, Inc., on the following terms and conditions:

Upon filing a Certificate of Ownership and Merger with the Delaware Secretary of State's office and the Articles of Merger with the Idaho Secretary of State's office: (a) all of the stock of NUSstaff, Inc. will be deemed canceled and cease to exist and no shares will be issued therefor; and (b) all of the assets of NUSstaff, Inc. will be transferred to SCIENTECH, Inc. which will concurrently assume all of the obligations of NUSstaff, Inc.

RESOLVED FURTHER, that Harold Burton, President, and Reed N. Brimhall, Secretary, acting either jointly or singly, are hereby authorized to execute said Certificate of Ownership and Merger and Articles of Merger and all other instruments and documents as may be required, necessary, desirable or appropriate and to take all such and further actions as they shall deem necessary, desirable, appropriate or expedient in connection thereto to merge NUSstaff, Inc. into SCIENTECH, Inc.

4. On January 31, 1997, SCIENTECH, Inc. adopted the following resolutions:

IDAHO SECRETARY OF STATE
89/08/1997 09:00
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RESOLVED, that the corporation's wholly-owned subsidiary, NUSstaff, Inc. be merged into the corporation on the following terms and conditions:

Upon filing a Certificate of Ownership and Merger with the Delaware Secretary of State's office and the Articles of Merger with the Idaho Secretary of State's office: (a) all of the stock of NUSstaff, Inc. will be deemed canceled and cease to exist and no shares will be issued therefor; and (b) all of the assets of NUSstaff, Inc. will be transferred to SCIENTECH, Inc. which will concurrently assume all of the obligations of NUSstaff, Inc.

RESOLVED FURTHER, that Nicholas C. Kaufman, President, Scott R. Robuck, Vice President and Treasurer, and Reed N. Brimhall, Secretary, acting either jointly or singly, are hereby authorized to execute said Certificate of Ownership and Merger and Articles of Merger and all other instruments and documents as may be required, necessary, desirable or appropriate and to take all such and further actions as they shall deem necessary, desirable, appropriate or expedient in connection thereto to merge NUSstaff, Inc. into SCIENTECH, Inc.

5. Upon the filing of these Articles of Merger with the Idaho Secretary of State's office and a Certificate of Ownership and Merger with the Delaware Secretary of State's office, NUSstaff, Inc. shall be merged into SCIENTECH, Inc. and NUSstaff, Inc. shall cease to exist.

The undersigned hereby declare, under penalty of perjury, that the foregoing instrument is the act and deed of the corporation and that the facts stated therein are true and correct.

DATED as of this 1st day of August, 1997.

SCIENTECH, Inc.

By:

Its:

Scott Robuck
Vice President

Attest:

Reed N. Brimhall

Reed N. Brimhall, Secretary

NUStaff, INC.

By Harold But
Its PRESIDENT

Attest:

Reed H. Brimhall
Reed Brimhall, Secretary