

FILED EFFECTIVE

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ARTICLES OF MERGER

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of the Idaho Limited Liability Company Act, Title 53, Chapter 6, Part 61, the undersigned corporation hereby submits the following Articles of Merger for filing for the purpose of merging Cenjebs, L.L.C., a Nevada limited liability company ("Nevada") into Cenjebs, L.L.C., an Idaho limited liability company ("Idaho")

ARTICLE I

The Agreement of Merger and Plan of Reorganization of Nevada into Idaho is attached hereto as Exhibit A.

ARTICLE II

The merger was duly approved by the members of Idaho and Nevada pursuant to Idaho Limited Liability Company Act, Section 53-6-662 and Nevada Business Corporation Act, Section 92A.200.

Dated this 25th day of July, 2005.

Cenjebs, L.L.C.

By 
THOMAS R. DOERING
Its Manager

IDAHO SECRETARY OF STATE
08/15/2005 05:00
CX: 1825 CT: 198541 BH: 906168
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AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

THIS AGREEMENT OF MERGER AND PLAN OF REORGANIZATION ("Agreement") is effective this 25th day of July, 2005 by and between CENJEBS, L.L.C., a Nevada limited liability company ("Nevada") and CENJEBS, L.L.C., an Idaho limited liability company ("Idaho").

RECITALS

A. The Members of Nevada and Idaho have resolved that Nevada and Idaho be merged pursuant to the Idaho Limited Liability Company Act, Section 53-6-61 et. seq. and the Nevada Business Corporation Act, NRS 92A.190 et. seq., into a single limited liability company existing under the laws of the State of Idaho.

B. Idaho shall be the surviving limited liability company (such limited liability company in its capacity as such surviving limited liability company being sometimes referred to as the "Surviving LLC") in a transaction qualifying as a reorganization with the meaning of the Internal Revenue Code of 1986, as amended.

C. The respective Members of Nevada and Idaho have approved the merger in accordance with Idaho Limited Liability Company Act Section 53-6-63 and Nevada Business Corporation Act NRS 92A.200 and upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the covenants, promises, and agreements contained in this Agreement and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the parties agree as follows:

1. General Agreement. In accordance with the Idaho Limited Liability Company Act, Section 53-6-61 et. seq. and the Nevada Business Corporation Act, 92A.190 et. seq., Nevada and Idaho shall be the merged ("Merger") into a single limited liability company existing under the Idaho Limited Liability Company Act, Title 53. Idaho shall be the Surviving LLC.

2. Filings/Effects of Merger.

2.1 Filing of Articles of Merger; Effective Date. Articles shall be filed and recorded in accordance with Idaho Limited Liability Company Act, Section 53-6-63 and Nevada Business Corporation Act Section 92A.200. The Merger shall become effective upon filing with the Idaho Secretary of State ("Effective Date").

2.2 Certain Effects of Merger. Upon filing of the Articles of Merger, Idaho, as Surviving Corporation shall:

a) Continue its legal existence under the Laws of the State of Idaho and thereupon and thereafter all the rights, privileges, properties and franchises of

Nevada shall vest in Idaho including the use of Nevada's federal identification number; and

- b) Be responsible and liable for all liabilities and obligations of Nevada; and
- c) Be responsible for all other effects of the Merger specified in Idaho Limited Liability Company Act Section 53-6-64.

3. Name of Surviving LLC; Articles of Organization; Operating Agreement.

3.1 Name of Surviving Organization. The name of the Surviving LLC from and after the filing shall be Cenjebs, L.L.C.

3.2 Articles of Organization. The Articles of Organization of Idaho as in effect on the Effective Date shall be the Articles of Organization of the Surviving LLC until changed or amended as provided by law.

3.3 Operating Agreement. The Operating Agreement of Idaho, as is on the Effective Date shall be the Operating Agreement of the Surviving LLC until amended as provided therein.

4. Status and Conversion of Securities. Each one unit of Nevada's membership units issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted on the Effective Date into one fully paid unit of Idaho's membership units. The outstanding certificates representing Nevada's membership units shall thereafter represent units of Idaho's membership units. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of units bearing the name of the Surviving LLC.

5. Miscellaneous.

5.1 Governing Law and Venue. This Agreement shall be governed by and construed in accordance with the laws of the State of Idaho. Venue shall be in Kootenai County, Idaho.

5.2 Entire Agreement. The parties agree that this Agreement is the complete and exclusive agreement among them, which supersedes all proposals or prior agreements, oral or written, and all other communications between them relating to the subject matter of this Agreement. The parties further agree that modifications or amendments to this Agreement shall be effective only if they are in writing and signed by all parties.

5.3 Successors and Assigns. This Agreement shall bind and benefit the parties, their heirs, executors, administrators, successors, and assigns.

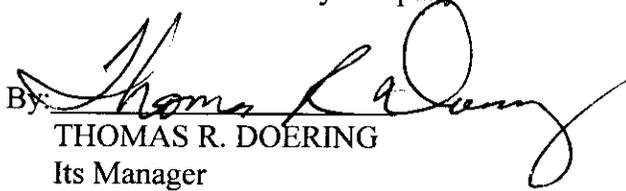
5.4 Agreement to Perform Necessary Acts. Each party to this Agreement agrees to perform any further acts and execute and deliver any documents that may be reasonably necessary to carry out the provisions of this Agreement.

5.5 Counterparts. This Agreement may be executed in counterparts, and each executed counterpart shall have the same force and effect as an original instrument as if all parties to the counterparts had signed the same instrument.

IN WITNESS OF THEIR AGREEMENT, the parties have executed and delivered this Agreement as of the day and year first above written.

Nevada:

CENJEBS, L.L.C.,
a Nevada limited liability company

By: 
THOMAS R. DOERING
Its Manager

Idaho:

CENJEBS, L.L.C.,
an Idaho limited liability company

By: 
THOMAS R. DOERING
Its Manager