

FILED/EFFECTIVE

CERTIFICATE OF APPROVAL / ARTICLES OF MERGER

OF

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INDUSTRIAL LIAISON INCORPORATED

a California corporation,

INTO

INDUSTRIAL LIAISON, INC.

an Idaho corporation.

Pursuant to Section 30-1-1105 of the Idaho Business Corporation Act (the "Idaho Act"), the undersigned corporations hereby adopt the following **Articles of Merger** for the purpose of merging INDUSTRIAL LIAISON INCORPORATED, a California corporation (sometimes herein referred to as the "Merging Corporation"), with and into INDUSTRIAL LIAISON, INC., an Idaho corporation (sometimes herein referred to as the "Surviving Corporation"). Pursuant to Sections 1103 and 1108 of the California Corporation Code (the "California Code"), the officers of the Merging Corporation and the officers of the Surviving Corporation also execute this document as an **Officers Certificate of Approval**.

FIRST: The Plan and Agreement of Merger dated the 11th day of December, 2000, entered into by and between the Merging Corporation and the Surviving Corporation (the "Plan of Merger"), is attached hereto as Exhibit "A" and by this reference incorporated herein. The Plan of Merger was unanimously approved by all of the Shareholders and by all of the Directors of both corporations.

SECOND: The numbers of outstanding shares of each class of stock of the Surviving Corporation and the Merging Corporation are as follows:

	Class	Outstanding Shares
INDUSTRIAL LIAISON INCORPORATED (the Merging Corporation)	Common Stock,	30,000
INDUSTRIAL LIAISON, INC. (the Surviving Corporation)	Common Stock,	30,000

No other class of shares is authorized or outstanding for either corporation.

IDAHO SECRETARY OF STATE

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THIRD: As evidenced by the Plan of Merger which also operates as written consents under the Idaho Act and the California Code, the Shareholders of both corporations have voted unanimously in favor of the merger and therefore the number of shares of each corporation voted for and against the Plan of Merger was as follows:

	FOR	AGAINST
INDUSTRIAL LIAISON INCORPORATED (the Merging Corporation)	30,000	0
INDUSTRIAL LIAISON, INC. (the Surviving Corporation)	30,000	0

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused these Articles of Merger to be executed by their duly authorized officers this 11th day of December, 2000. By their signatures below, the officers of the Merging Corporation and the officers of the Surviving Corporation hereby certify (1) that they hold the offices set forth below their respective names, (2) that the foregoing statements regarding the number of shares of their respective corporations are true and accurate, and (3) that the Plan of Merger and all of its terms were unanimously approved by the Shareholders of their respective corporations. These declarations are made under penalty of perjury under the laws of California and Idaho.

"Surviving Corporation"

INDUSTRIAL LIAISON, INC.,
an Idaho corporation

By: _____

STEVE C. GEISLER
President

By: Allison K. Geisler

ALLISON K. GEISLER
Secretary

"Merging Corporation"

INDUSTRIAL LIAISON INCORPORATED
a California corporation

By: _____

STEVE C. GEISLER
President

By: Allison K. Geisler

ALLISON K. GEISLER
Secretary

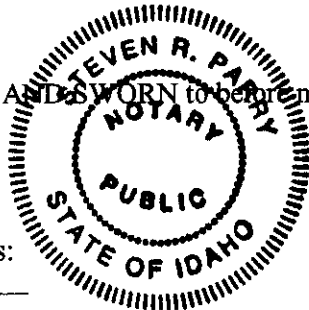
STATE OF IDAHO)
)
) : SS.
COUNTY OF Bonneville)

STEVE C. GEISLER, having been first duly sworn, hereby declares, certifies, verifies, and acknowledges that (a) he executed the foregoing Certificate of Approval/Articles of Merger once as the President of INDUSTRIAL LIAISON INCORPORATED, a California corporation, and once as the President of INDUSTRIAL LIAISON, INC., an Idaho corporation, and that such executions are the act and deed of each respective corporation, (b) he has read the foregoing document and knows the contents thereof, and (c) the statements and facts contained therein are true and correct.

EXECUTED this 11th day of December, 2000.

Steve C. Geisler
STEVE C. GEISLER

SUBSCRIBED AND SWORN to before me this 11th day of December, 2000.



My Commission Expires:
7/1/2003

Steven R. Parry
Notary Public
Residing at: Idaho Falls, ID

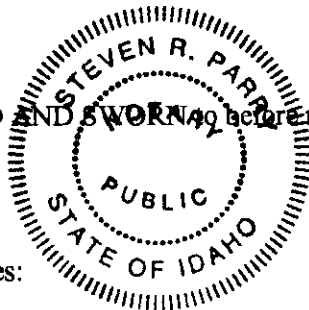
STATE OF IDAHO)
)
) : SS.
COUNTY OF Bonneville)

ALLISON K. GEISLER, having been first duly sworn, hereby declares, certifies, verifies, and acknowledges that (a) she executed the foregoing Certificate of Approval / Articles of Merger once as the Secretary of INDUSTRIAL LIAISON INCORPORATED, a California corporation, and once as the Secretary of INDUSTRIAL LIAISON, INC., an Idaho corporation, and that such executions are the act and deed of each respective corporation, (b) she has read the foregoing document and knows the contents thereof, and (c) the statements and facts contained therein are true and correct.

EXECUTED this 11th day of December, 2000.

Allison K. Geisler
ALLISON K. GEISLER

SUBSCRIBED AND SWORN to before me this 11th day of December, 2000.



My Commission Expires:
7/1/2003

Steven R. Parry
Notary Public
Residing at: Idaho Falls, ID

EXHIBIT "A"
TO THE OFFICERS CERTIFICATE / ARTICLES OF MERGER
OF
INDUSTRIAL LIAISON INCORPORATED,
a California corporation,
INTO
INDUSTRIAL LIAISON, INC.,
an Idaho corporation.

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER

BETWEEN
INDUSTRIAL LIAISON INCORPORATED,
a California corporation,
(The Merging Corporation)

AND
INDUSTRIAL LIAISON, INC.,
an Idaho corporation
(The Surviving Corporation)

THIS PLAN AND AGREEMENT OF MERGER (this "Plan") is entered into this 11th day of December, 2000, by and between INDUSTRIAL LIAISON INCORPORATED, a California corporation (hereinafter the "Merging Corporation"), and INDUSTRIAL LIAISON, INC., an Idaho corporation (hereinafter the "Surviving Corporation"). The Surviving Corporation and the Merging Corporation are hereinafter sometimes called the "Constituent Corporations."

WHEREAS the Surviving Corporation is validly organized, existing and in good standing under the laws of the State of Idaho, and has authorized capital of 100,000 shares of common stock, no par value, of which 30,000 shares are issued and presently outstanding; and

WHEREAS the Merging Corporation is validly organized, existing and in good standing under the laws of the State of California, and has 30,000 shares of common stock, no par value, which are issued and presently outstanding; and

WHEREAS the Directors, officers and Shareholders of the Constituent Corporations are identical and the primary purpose of the merger is to change the state of incorporation of the Merging Corporation from California to Idaho inasmuch as the primary operations base for the Merging Corporation is now in Idaho; and

WHEREAS the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and Shareholders that the Merging Corporation merge with and into the Surviving Corporation pursuant to this Plan and in accordance with the provisions of the Idaho Business Corporation Act (the "Idaho Act") and the California Corporation Code (the "California Code") and of Section 368(a)(1)(F) of the Internal Revenue Code of 1986;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations hereby agree to merge into a single corporation, which shall be the Surviving Corporation, pursuant to the Idaho Act and the California Code, and agree upon and prescribe the terms and conditions of such a statutory merger (hereinafter sometimes called the

"Merger"), the mode of carrying the Merger into effect, and the manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation, as follows:

1. **Effective Date of Merger.** The effective date of the Merger shall be midnight on December 31, 2000. On the effective date of the Merger, the separate existence of the Merging Corporation shall cease and the Merging Corporation shall be merged into the Surviving Corporation which shall continue its corporate existence and retain the name "INDUSTRIAL LIAISON, INC."

2. **Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of the Surviving Corporation as in effect immediately prior to the effective date of the Merger shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation, subject to further amendment as provided by the Idaho Act and the Bylaws.

3. **Directors of Surviving Corporation.** The number and identity of Directors of the Surviving Corporation shall remain the same after the effective date of the Merger, namely STEVE C. GEISLER and ALLISON K. GEISLER.

4. **Officers of Surviving Corporation.** Subject to the ongoing authority of the Board of Directors as provided by the Idaho Act and the Bylaws of the Surviving Corporation, the officers of the Surviving Corporation immediately after the effective date of the Merger shall be as follows:

Name	Office
STEVE C. GEISLER	President
ALLISON K. GEISLER	Secretary

STEVE C. GEISLER shall continue to serve as registered agent of the Surviving Corporation in Idaho.

5. **Conversion of Shares.** In order to carry into effect the Merger and to convert the shares of the Constituent Corporations into shares of the Surviving Corporation, the following shall occur:

(a) **Merging Corporation's Shares.** Each of the 30,000 issued and outstanding shares in the Merging Corporation shall be exchanged for ½ share in the Surviving Corporation. This exchange shall eliminate all of the issued and outstanding shares in the Merging Corporation.

(b) **Surviving Corporation's Shares.** Each of the 30,000 issued and outstanding shares in the Surviving Corporation shall be exchanged for ½ share in the Surviving Corporation. The conversion of both Corporation's shares shall be effected by leaving outstanding the 30,000 shares of the Surviving Corporation that are currently issued and outstanding, which shall result in the appropriate number of outstanding shares inasmuch as the Constituent Corporations are owned by the same Shareholders in the same proportions.

(c) **Final Shareholders.** Before and after the conversion of all shares of the Constituent Corporations as described above, the pre-Merger and post-Merger Shareholders, and their respective shares, shall be as follows:

<u>Shareholder</u>	<u>Pre-Merger Shares</u>		<u>Post-Merger Shares</u>
	<u>Surviving Corporation</u>	<u>Merging Corporation</u>	<u>Surviving Corporation</u>
STEVE C. GEISLER and ALLISON K. GEISLER	30,000	30,000	30,000

6. **Effect of Merger.** On the effective date of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, powers and franchises of a public as well as a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal, and mixed, and all debts due to each of the Constituent Corporations on whatever account, and all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, immunities and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation to the extent provided by law, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation. In addition, any existing agreements between the Shareholders of either Constituent Corporation shall continue in full force and effect but shall apply to the shares held in the Surviving Corporation.

7. **Tax Matters.**

(a) **Tax Free Reorganization.** The Constituent Corporations anticipate that the Merger will be a tax free "F" reorganization under Section 368(a)(1)(F) of the Internal Revenue Code (the "I.R.C."). The Surviving Corporation has been formed for the sole purpose of changing the state of incorporation from California to Idaho, and there will be no change in the ownership or the nature of the business enterprise.

(b) **Franchise Tax Board.** If required by Section 1103 of the California Code, this Plan and the Officers Certificate shall not be filed in California until the Merging Corporation has obtained and filed a Certificate of Satisfaction from the California Franchise Tax Board.

8. **Compliance with the Idaho Act.** Section 30-1-1107 of the Idaho Act provides that a corporation organized outside of Idaho, such as the Merging Corporation, and an Idaho corporation, such as the Surviving Corporation, may be merged. The requirements of Section 30-1-

1107 have been or will be satisfied in that (a) California law permits the Merger, (b) the Surviving Corporation has complied or will comply with the merger requirements of the Idaho Act, and (c) the Merging Corporation has complied or will comply with the merger requirements of the California Code. This Plan constitutes a plan of merger as required by Section 30-1-1101 of the Idaho Act.

9. **Compliance with the California Code.** Section 1108 of the California Code provides that a corporation organized outside of California, such as the Surviving Corporation, and a California corporation, such as the Merging Corporation, may be merged. The requirements of Section 1108 have been or will be satisfied in that (a) Idaho law permits the Merger, (b) the Merging Corporation has complied or will comply with the merger requirements of the California Code, and (c) the Surviving Corporation has complied or will comply with the merger requirements of the Idaho Act. This Plan constitutes an agreement of merger as required by Section 1101 of the California Code.

10. **Approval for Merging Corporation.** As required by the Idaho Act and the California Code, the Directors and Shareholders of the Merging Corporation hereby unanimously approve the Plan and the Merger as follows:

(a) **Approval of Directors of Merging Corporation.**

The undersigned, being all of the Directors of INDUSTRIAL LIAISON INCORPORATED, a California corporation, referred to herein as the Merging Corporation, do hereby consent to, vote in favor of and adopt the following resolutions by their written consent as authorized by Sections 307(b) of the California Code:

RESOLVED, that the Board of Directors of the Merging Corporation hereby determines that the Merger of the Merging Corporation into the Surviving Corporation upon the terms and conditions set forth in this Plan is advisable and generally to the advantage and for the benefit of the Merging Corporation and its Shareholders; and

FURTHER RESOLVED, that the Plan and the Merger contemplated thereby be and are hereby approved conditioned only upon the Shareholders of the Merging Corporation also approving the Plan as contemplated herein, and the execution of the Plan by the officers of the Merging Corporation is hereby approved and authorized; and

FURTHER RESOLVED, that if the Plan and the Merger contemplated thereby are approved by the Merging Corporation's Shareholders and by the Directors and Shareholders of the Surviving Corporation as contemplated herein, the officers of the Merging Corporation are hereby authorized and directed to execute and verify the Certificate of Approval / Articles of Merger and to cause the same to be delivered to the appropriate authorities in California for filing in accordance with the California Code; and

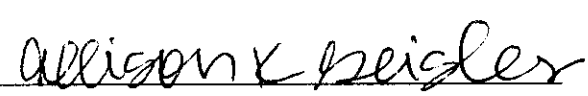
FURTHER RESOLVED, that the officers of the Merging Corporation be, and they hereby are, authorized and directed to execute, in the name and on behalf of the Merging

Corporation and under its corporate seal or otherwise, and to deliver any and all agreements, certificates, applications or other instruments, and to take any and all such other action necessary or desirable to carry out the purposes of the Plan and the foregoing resolutions.

IN WITNESS WHEREOF, each of the undersigned Directors of the Merging Corporation has executed this Approval of Directors, which is incorporated into and made a part of the Plan, effective as of the day and year first set forth above.



STEVE C. GEISLER, Director



ALLISON K. GEISLER, Director

(b) **Approval of Shareholders of Merging Corporation.**

Pursuant to Section 603 of the California Code, the undersigned, being all of the Shareholders of INDUSTRIAL LIAISON INCORPORATED, a California corporation referred to herein as the Merging Corporation, do hereby take the following actions without a meeting, by consent of said Shareholders as set forth in the following resolution, as if taken by vote of the Shareholders at a special meeting of Shareholders.

WHEREAS the Board of Directors as set forth above have approved the Plan and the Merger contemplated thereby; and

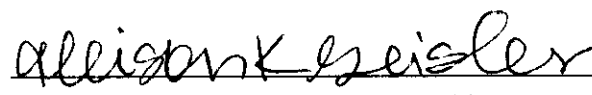
WHEREAS, the Shareholders desire to ratify and approve the Plan and the Merger contemplated thereby in accordance with the relevant provisions of the California Code; it is hereby

RESOLVED, that the Plan is hereby adopted, ratified and approved in full, and that the Directors and officers of the Merging Corporation are hereby authorized and directed to take whatever action they deem necessary to consummate and carry out the Merger contemplated by the Plan.

IN WITNESS WHEREOF, each of the undersigned Shareholders of the Merging Corporation has executed this Approval of Shareholders, which is incorporated into and made a part of the Plan, effective as of the day and year first set forth above.



STEVE C. GEISLER, Shareholder



ALLISON K. GEISLER, Shareholder

11. **Approval for Surviving Corporation.** As required by the Idaho Act and the California Code, the Directors and Shareholders of the Surviving Corporation hereby unanimously approve the Plan and the Merger as follows:

(a) **Approval of Directors of Surviving Corporation.**

The undersigned, being all of the Directors of INDUSTRIAL LIAISON, INC., an Idaho corporation referred to herein as the Surviving Corporation, do hereby consent to, vote in favor of and adopt the following resolutions by their written consent as authorized by Section 30-1-821 of the Idaho Act:

RESOLVED, that the Board of Directors of the Surviving Corporation hereby determines that the Merger of the Merging Corporation into the Surviving Corporation upon the terms and conditions set forth in this Plan is advisable and generally to the advantage and for the benefit of the Surviving Corporation and its Shareholders; and

FURTHER RESOLVED, that the Plan and the Merger contemplated thereby be and are hereby approved conditioned only upon the Shareholders of the Surviving Corporation also approving the Plan as contemplated herein, and the execution of the Plan by the officers of the Surviving Corporation is hereby approved and authorized; and

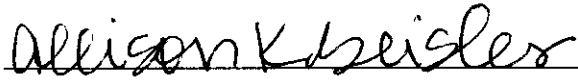
FURTHER RESOLVED, that if the Plan and the Merger contemplated thereby are approved by the Surviving Corporation's Shareholders and by the Directors and Shareholders of the Merging Corporation as contemplated herein, the officers of the Surviving Corporation are hereby authorized and directed to execute and verify the Certificate of Approval / Articles of Merger and to cause the same to be delivered to the appropriate authorities in Idaho for filing in accordance with the Idaho Act; and

FURTHER RESOLVED, that the officers of the Surviving Corporation be, and they hereby are, authorized and directed to execute, in the name and on behalf of the Surviving Corporation and under its corporate seal or otherwise, and to deliver any and all agreements, certificates, applications or other instruments, and to take any and all such other action necessary or desirable to carry out the purposes of the Plan and the foregoing resolutions.

IN WITNESS WHEREOF, each of the undersigned Directors of the Surviving Corporation has executed this Approval of Directors, which is incorporated into and made a part of the Plan, effective as of the day and year first set forth above.



STEVE C. GEISLER, Director



ALLISON K. GEISLER, Director

(b) **Approval of Shareholders of Surviving Corporation.**

Pursuant to Section 30-1-704 of the Idaho Act, the undersigned, being all of the Shareholders of INDUSTRIAL LIAISON, Inc., an Idaho corporation referred to herein as the Surviving Corporation, do hereby take the following actions without a meeting, by consent of said Shareholders as set forth in the following resolution, as if taken by vote of the Shareholders at a special meeting of Shareholders.

WHEREAS the Board of Directors as set forth above have approved the Plan and the Merger contemplated thereby; and

WHEREAS, the Shareholders desire to ratify and approve the Plan and the Merger contemplated thereby in accordance with the relevant provisions of the Idaho Act; it is hereby RESOLVED, that the Plan is hereby adopted, ratified and approved in full, and that the Directors and officers of the Surviving Corporation are hereby authorized and directed to take whatever action they deem necessary to consummate and carry out the Merger contemplated by the Plan.

IN WITNESS WHEREOF, each of the undersigned Shareholders of the Surviving Corporation has executed this Approval of Shareholders, which is incorporated into and made a part of the Plan, effective as of the day and year first set forth above.


STEVE C. GEISLER, Shareholder


ALLISON K. GEISLER, Shareholder

IN WITNESS WHEREOF, this Plan has been executed on the day and year first above written by the duly authorized and designated officers of each of the Constituent Corporations.

"Merging Corporation"

"Surviving Corporation"

INDUSTRIAL LIAISON
INCORPORATED a California corporation, an Idaho corporation

INDUSTRIAL LIAISON, INC.,

By: 
STEVE C. GEISLER, President

By: 
STEVE C. GEISLER, President

By: 
ALLISON K. GEISLER, Secretary

By: 
ALLISON K. GEISLER, Secretary