

FILED/EFFECTIVE

MAR 19 4 36 PM '01

SECRETARY OF STATE

**ARTICLES OF MERGER
MERGING
TELEMETRIC, LLC
(an Idaho limited liability company)
INTO
TELEMETRIC CORPORATION
(a Delaware corporation)**

These Articles of Merger is executed by the undersigned pursuant to Idaho Code Section 53-633:

ARTICLE I

Telemetric, LLC, an Idaho limited liability company, will be the nonsurviving company, and is hereinafter referred to as the "Nonsurviving Company."

ARTICLE II

Telemetric Corporation, a Delaware corporation, will be the surviving company, and is hereinafter referred to as the "Surviving Company."

ARTICLE III

An Agreement and Plan of Merger (the "Plan") was unanimously approved, executed and acknowledged by the members of the Nonsurviving Company. The Plan was unanimously approved by the board of directors of the Surviving Company in accordance with Sections 251 and 264(c) of the DGCL, and executed and acknowledged by the Surviving Company's authorized officers.

ARTICLE IV

The Plan is on file at the place of business of the Surviving Company whose address is 12554 W. Bridger Street, Boise, Idaho 83713, and shall be made available at no cost to any persons or entities with an interest in either the Nonsurviving Company or Surviving Company.

IDAHO SECRETARY OF STATE

03/20/2001 09:00
CK: 66969 CT: 94558 BH: 383684

1 @ 30.00 = 30.00 MERGER # 2

ARTICLE V

The Surviving Company may be served with process in this state in any proceeding for enforcement of any obligation of Nonsurviving Company, as well as for enforcement of any obligation of the Surviving Company arising from the merger. The Surviving Company hereby appoints the Idaho Secretary of State as its agent for service of process in any such proceeding. A copy of such service of process shall be mailed to the Surviving Corporation at 12554 W. Bridger Street, Boise, Idaho 83713.

ARTICLE VI

This Certificate of Merger, when filed, shall be effective at 12:01 a.m. (mountain time zone) on March 1, 2001.

IN WITNESS WHEREOF, the undersigned officers of the Surviving Company and members of the Nonsurviving Company have executed this Certificate of Merger this 1st day of March, 2001.

Telemetric Corporation

By: Steve Hodges
Its: president

Telemetric, LLC

By: Steve Hodges
Its: member