

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 Consolidation of ~~W.J.N. INCORPORATED,~~
~~and Idaho corporation, and IDAHO INFORMATION, INC., an Idaho~~
~~corporation.~~

into GREAT RIFT PUBLISHING COMPANY,

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 consolidation, and attach hereto a duplicate original of the Articles of Consolidation.

Dated December 10, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF CONSOLIDATION OF W.J.N. INCORPORATED
AND IDAHO INFORMATION, INC. INTO
GREAT RIFT PUBLISHING COMPANY

We, the undersigned corporations, all organized under the laws of the State of Idaho under the provisions of the Idaho Business Corporation Act adopt the following Articles Of Consolidation into Great Rift Publishing Company, a new Corporation.

ARTICLE I

TERMS AND CONDITIONS AND AGREEMENT

The Consolidation is as follows:

1. The names of the corporations proposing to consolidate are:

W.J.N. Incorporated

Idaho Information, Inc.

The name of the new corporation into which they propose to consolidate, which is hereinafter designated as the new corporation is:

GREAT RIFT PUBLISHING COMPANY

2. The terms and conditions of the proposed consolidation and the mode of carrying the same into effect are:

a. W.J.N. Incorporated and Idaho Information, Inc. will transfer all of their assets to the new corporation as of April 5, 1990.

b. The new corporation will assume all of the liabilities of W.J.N. Incorporated and Idaho Information Inc. as of the date of the transfer of their assets to the new corporation.

RECEIVED
SEC. OF STATE
50 DEC 10 AM 10 36

c. The new corporation will issue 150 shares of its No Par Value Stock to Idaho Information, Inc. to be exchanged for all of the outstanding shares of Idaho Information, Inc.

d. The new corporation will issue 350 shares of its No Par Value Stock to W.J.N. Incorporated to be exchanged for all of the outstanding shares of W.J.N. Incorporated

3. The manner and basis of converting shares of the capital stock of each corporation into shares of the new corporation is as follows:

a. Idaho Information, Inc. has 2 shares of No Par Value stock which have been issued and are outstanding. No other share of stock of any kind is outstanding. Each share of stock of Idaho Information Inc. shall be exchanged for 75 shares of No Par Value stock of the new corporation upon completion of the consolidation

b. W.J.N. Incorporated has 100 shares of Common stock with \$1.00 par value issued and outstanding, all of which is entitled to vote. It has no other shares of any kind outstanding. Each share of stock of W.J.N. Incorporated shall be exchanged for 3.5 shares of No Par Value Stock of the new corporation upon completion of the consolidation.

4. That W.J.N. Incorporated and Idaho Information Inc. each have only one class of stock and all shares are entitled to vote.

That the consolidation has been approved by a vote of the shareholders of each corporation as required by Idaho Code 30-1-73.

The number of shares of each corporation voting for and against consolidation were:

W.J.N. Incorporated: 100 shares for approval
0 shares against consolidation

Idaho Information, Inc: 2 shares for approval
0 shares against consolidation

Percent of shares approving the consolidation:

W.J.N. Incorporated: 100%
Idaho Information, Inc.: 100%

5. With respect to the new corporation, all of the statements required by Section 30-1-72 of the Idaho Code to be set forth in Articles Of Incorporation for corporation organized under the Idaho Business Corporation Act follow:

FIRST

The name of the corporation is and shall be Great Rift Publishing Company.

SECOND

The purposes of the corporation are as follows:

To buy and sell, export, import, lease, exchange and generally deal in real and personal property of every class and description.

To engage in the business of production, publication and distribution of newspapers, magazines, recordings, motion pictures, videos and all types of literary properties.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and with goods, wares and merchandise.

To act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

To manufacture, repair, replace, produce or otherwise acquire, alter or repair merchandise of every class, nature and description, whether as principal or agent, whether now known or hereafter to be discovered or invented.

To deal in stocks, bonds, or other securities, investments, including the purchase and sale of the same, and in particular to purchase and sell, deal in or trade stocks issued by this corporation, and to acquire its own stock in such manner and upon such terms and conditions as the Board of Directors may determine to be in the best interests of the corporation.

To purchase, lease, mortgage, deal in or with all and every class and kind of real estate.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of

one thing be deemed to exclude another, although it be of like nature not expressed.

To likewise do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either along or in association with other corporations, firms or individuals, and to enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm association, corporation, municipality, state or government, or any subdivision or district thereof, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

THIRD

The duration of this corporation shall be perpetual.

FOURTH

The location and Post Office address of the registered office of the corporation in the State of Idaho is 625 Fremont Ave., Rupert, Idaho, 83350. The name of the Registered Agent is Edward L. Mitchell, whose address is 625 Fremont Ave., Rupert, Idaho.

FIFTH

The total authorized number of shares is 2000, having no par value. The stock of the corporation is of but one class:

Common. Shares are non-assessable by or on behalf of the corporation.

SIXTH

The names and Post Office addresses of the incorporators and initial directors of the corporation, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Roger L. Jones	1020 I Street, Rupert, Idaho
Edward L. Mitchell	810 18th Street, Rupert, Idaho
Douglas Jones	P. O. Box 88, Rupert, Idaho
Robert Newman	1021 I Street, Rupert, Idaho

SEVENTH

The power to repeal and amend By-Laws and adopt new By-Laws shall rest with the Board of Directors by a majority vote of the directors.

EIGHTH

The names and mailing addresses of the signatory corporations are as follows:

W.J.N. Incorporated
625 Fremont Ave.
Rupert, Idaho, 83350

Idaho Information Inc.
625 Fremont Ave.
Rupert, Idaho 83350

ARTICLE II

The parties hereto do each agree that they will file with the Secretary of State of the State of Idaho duplicate originals of these Articles of Consolidation as provided by Idaho Code, Section 30-1-74.

ARTICLE III

The manner of the adoption of the agreement of consolidation and the vote by which it was adopted by each of the corporation is as follows;

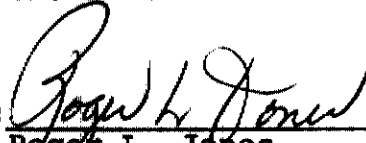
The board of directors of each signatory corporation did by resolution in accordance with law, approve the above joint agreement of consolidation by a unanimous vote of the members of such boards.

The approved agreement of consolidation was adopted by and upon receiving the affirmative vote of the holders of all of the outstanding shares entitled to vote in respect thereof, of each of the signatory corporations, call and notice for such meetings of the shareholders as required by law having been given.

Upon the adoption of the agreement of consolidation by the shareholders of such consolidating corporations, the agreement was again considered and approved by the unanimous vote of the members of the board of directors of each of the signatory corporations in accordance with law and said board of directors of each of the signatory corporations did authorize the execution thereof to be signed on behalf of each such corporation by its president and its secretary and did authorize the affixing of the corporate seals of each such signatory corporation thereto.

WITNESS the signatures and seals of the corporation
signatory hereto this 26th day of ~~October~~^{November}, 1990.

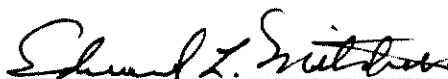
W.J.N. INCORPORATED

By: 
Roger L. Jones,
President

ATTEST:


Robert Newman, Secretary

IDAHO INFORMATION, INC.

By: 
Edward L. Mithcell,
President


Edward L. Mitchell,
Secretary

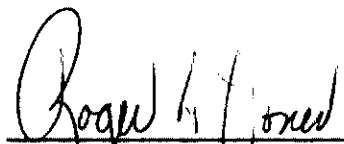
STATE OF IDAHO

County of Minidoka

)
) ss.
)

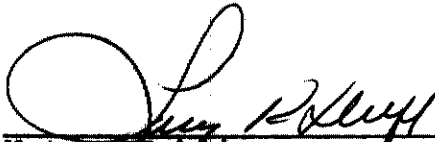
and says: ROGER L. JONES, being first duly sworn on oath, deposes

INCORPORATED
That he is the President of W.J.N. , that he has read
the above and foregoing Articles Of Consolidation Of WJN, INCORPORATED
and Idaho Inforamtion, Inc. Into Great Rift Publishing Company,
knows the contents thereof and the facts therein stated he
believes to be true.


Roger L. Jones

Subscribed and sworn to before me this 26th day of
November, 1990.

(SEAL)


Notary Public
Residing at Rupert, Idaho
My Commission Expires 9-1-92

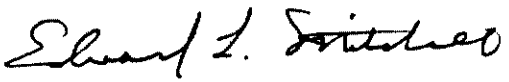
STATE OF IDAHO

)
) ss.
)

County of Minidoka


Edward L. Mitchell, being first duly sworn on oath,
deposes and says:

That he is the President and sole shareholder of Idaho
Information, Inc., that he has read the above and foregoing
Articles Of Consolidation Of W.J.N. Incorporated And Idaho
Information, Inc. Into Great Rift Publishing Company, knows the
contents thereof and the facts therein stated he believes to be
true.


Edward L. Mitchell

Subscribed and sworn to before me this 26th day of
November, 1990.

(SEAL)


Notary Public
Residing at Rupert, Idaho
My Commission Expires 9-1-92