

State of Idaho

Department of State.

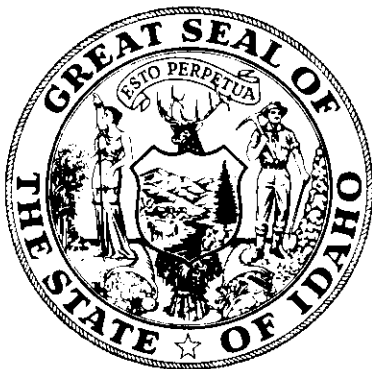
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____
FRANCIS K. SPAIN, INC., an Idaho corporation

into WASHINGTON PRINTS & FRAMES, LTD., a Washington corporation,
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
merger, and attach hereto a duplicate original of the Articles of
Merger.

Dated February 26, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

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SECRETARY OF
STATE

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ARTICLES OF MERGER

TO: Pete T. Cenarrusa
Secretary of State of
the State of Idaho

The undersigned corporations, pursuant to the Idaho Business Corporation Act 30-1-74, hereby execute in duplicate the following Articles of Merger:

1. The Plan of Merger as set forth on attached Plan of Merger.

2. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of shares of each class entitled to vote as a class on such plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class</u>	<u>Authorized Shares</u>
Washington Prints & Frames, Ltd.	500	Common	50,000
Francis K. Spain, Inc.	100	Common	25,000

3. As the surviving corporation is to be governed by the laws of the State of Washington, it shall comply with the provisions of Idaho law with respect to foreign corporations if it is to transact business in Idaho, and the surviving corporation agrees as follows:

- (1) That it may be served with process in Idaho in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new corporation;
- (2) The irrevocable appointment of the secretary of State of Idaho as its agent to accept service of process in any such proceeding; and
- (3) That it will promptly pay to the dissenting shareholders of any such domestic corporation, the amount, if any, to which they shall be entitled under provisions of Idaho law with respect to the rights of dissenting shareholders.

4. As to each of the undersigned corporations, the total of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, the number of shares at such class voted for and against such plan, respectively, are as follows:

	<u>Total Voted for</u>	<u>Total Voted Against</u>
Washington Prints & Frames, Ltd.	500	- 0 -
Francis K. Spain, Inc.	100	- 0 -

DATED this 30th day of August, 1986.

WASHINGTON PRINTS & FRAMES, LTD.,
a Washington Corporation

By: *Michelle L. Spain*
MICHELLE SPAIN
President

By: *Michelle L. Spain*
Secretary

FRANCIS K. SPAIN, INC.

By: *Francis K. Spain M.D.*
FRANCIS K. SPAIN, M.D.
President

By: *Francis K. Spain M.D.*
Secretary

STATE OF IDAHO)
) ss.
County of Latah)

I, Lucretia Wernicke, a notary public, do hereby certify that on this 6th day of October, 1986, personally appeared before me Francis K. Spain, who, being by me first duly sworn, declared that he is the President and Secretary of Francis K. Spain, Inc., that he signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Lucretia Wernicke
Notary Public for Idaho
Residing at Moscow, Idaho
My Commission Expires: 9-27-91

STATE OF IDAHO)
) ss.
County of Latah)

I, Lucretia Wernicke, a notary public, do hereby certify that on this 6th day of October, 1986, personally appeared before me Michelle Spain, who, being by me first duly sworn, declared that she is the President and Secretary of Washington Prints & Frames, Ltd., that she signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Lucretia Wernicke
Notary Public for Idaho
Residing at Moscow, Idaho
My Commission Expires: 9-27-91

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SECRETARY OF
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PLAN OF MERGER

Plan of Merger, dated this 30th day of August, 1986, between WASHINGTON PRINTS & FRAMES, LTD, a Washington corporation (hereinafter referred to as "Prints & Frames"), the Surviving Corporation, and FRANCIS K. SPAIN, INC., an Idaho corporation (hereinafter referred to as "Spain").

WHEREAS, PRINTS & FRAMES is a corporation organized and existing under the laws of the State of Washington, and having an authorized capitalization as follows:

50,000 shares of common stock par value \$1.00
Issued stock of 500 shares of \$1.00 par value; and

WHEREAS, SPAIN is a corporation organized and existing under the laws of the State of Idaho and having an authorized capitalization as follows:

25,000 shares of common stock par value \$1.00
Issued stock of 100 shares of \$1.00 par value; and

WHEREAS, the Board of Directors of Washington Prints & Frames, Ltd., and Francis K. Spain, Inc., the parties hereto, deem it desirable and in the best interest of the corporations and their shareholders that Francis K. Spain, Inc., be merged into Washington Prints & Frames, Ltd.;

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1. The merging corporations shall be merged into a single corporation by SPAIN merging into and with PRINTS & FRAMES, the Surviving Corporation, which shall survive the merger, pursuant

to the provisions of Idaho Business Corporation Act 30-1-74. Upon such merger the separate corporate existence of SPAIN, shall cease and the surviving corporation shall become the owner, without other transfer of all the rights and property of the merging corporations, and the surviving corporation shall become subject to all the debts and liabilities of the merging corporations in the same manner as if the surviving corporation had itself incurred them.

2. The name of the surviving corporation shall be Washington Prints & Frames, Ltd. The purposes, County where the principal office for the transaction for business shall be located, County where the registered office shall be located, number of Directors, and the capital stock of the surviving corporation shall be as appears in the Articles of Incorporation of the surviving corporation.

3. The Articles of Incorporation of the surviving corporation shall remain the same as originally filed with the Washington Secretary of State. Francis K. Spain, Inc., hereby would conform to the requirements of title RCW 23A.

4. The Bylaws of the surviving corporation, as in effect on this date, shall be the Bylaws of the surviving corporation until the same shall be altered, amended, or repealed or until new Bylaws are adopted as provided therein.

5. The names and addresses of the persons who shall constitute the Board of Directors of the surviving corporation, and who shall hold office until the first annual meeting of the shareholders of the surviving corporation are as follows:

Michelle Spain

2405 Kathy Avenue
Moscow, ID 83843

Francis K. Spain

2405 Kathy Avenue
Moscow, ID 83843

6. The method of converting the shares of the merging corporations into shares of the surviving corporation shall be as follows:

All and any shares of common stock of Francis K. Spain, Inc., held by Francis K. Spain, Inc., issued or in its treasury on the effective date of the merger shall forthwith be surrendered to the Surviving Corporation for cancellation, and no shares of the Surviving Corporation shall be issued or issuable in respect thereof.

7. Neither corporation, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this plan.

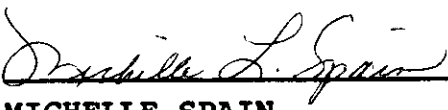
8. This merger plan shall be submitted to the shareholders of the merging corporations for their approval in the manner provided by the applicable laws of the State of Washington and the State of Idaho, at a meeting to be held on or before the 30th day of August, 1986, or at such other time as the Boards of Directors of the merging corporations shall agree. After approval of the vote of the holders of not less than two-thirds (2/3) of the issued and outstanding shares of each corporation entitled to vote thereon, Articles of Merger shall be filed as required by the laws of the State of Washington and the State of Idaho, the merger being effective when the Articles of Merger are filed in the offices of the Secretary of State of the State of Washington and the Secretary of State of the State of Idaho, and said Secretary of State each issues his certificate of merger hereto.

9. The Directors of either merging corporation may, in their discretion, abandon this merger, subject to the rights of the third-parties under any contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

This plan of merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

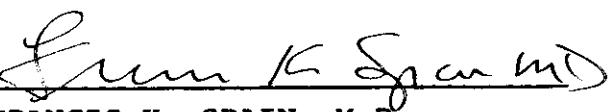
IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by the respective officers thereunto duly authorized on this 30th day of August, 1986.

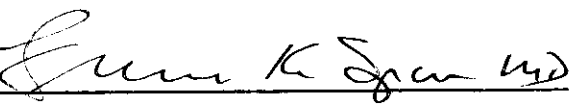
WASHINGTON PRINTS & FRAMES, LTD.

By: 
MICHELLE SPAIN
President

By: 
MICHELLE SPAIN
Secretary

FRANCIS K. SPAIN, INC.

By: 
FRANCIS K. SPAIN, M.D.
President

By: 
Secretary

STATE OF IDAHO)
) ss.
County of Latah)

I, Angela Wernicke, a notary public, do hereby certify that on this 6th day of October, 1986, personally appeared before me Francis K. Spain, who, being by me first duly sworn, declared that he is the President and Secretary of Francis K. Spain, Inc., that he signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Angela Wernicke
Notary Public for Idaho
Residing at Moscow, Idaho
My Commission Expires: 9-27-91

STATE OF IDAHO)
) ss.
County of Latah)

I, Angela Wernicke, a notary public, do hereby certify that on this 6th day of October, 1986, personally appeared before me Michelle Spain, who, being by me first duly sworn, declared that she is the President and Secretary of Washington Prints & Frames, Ltd., that she signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Angela Wernicke
Notary Public for Idaho
Residing at Moscow, Idaho
My Commission Expires: 9-27-91