

**FILED/EFFECTIVE**

**ARTICLES OF MERGER  
BETWEEN  
DENGARI, INC. AND DENGARI, LLC**

Names of the Merging Companies:

Dengari, LLC  
An Idaho Limited Liability Company  
3355 N. Five Mile Rd. #200  
Boise, ID 83713

Dengari, Inc.  
A Utah S Corporation  
10268 N. Palisades Way  
Boise, ID 83703

IDAHO SECRETARY OF STATE

05/23/2000 09:00  
CK: 1004 CT: 131475 BH: 328327

1 @ 30.00 = 30.00 MERGER # 2

The Surviving Company will be:

Dengari, LLC

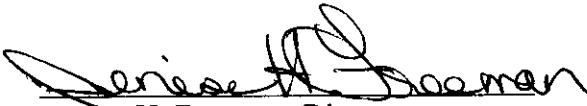
Terms and Conditions of the Merger:

The Dengari, Inc. stockholders of record on the date of the merger will be given a 50% interest in Dengari, LLC divided among the stockholders in accordance with their individual holdings in the Corporation. Dengari, LLC will assume all outstanding obligations and liabilities of Dengari, Inc. No cash or other property will be transferred to the Dengari, Inc. stockholders of record in exchange for their stock. All assets of Dengari, Inc. will become the property of Dengari, LLC on the effective date of the merger.

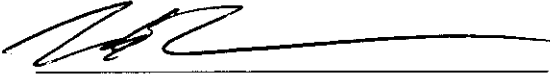
A copy of the agreement of merger will be furnished on request, and without cost, to any person holding an interest in Dengari, Inc. by Dengari, LLC. Dengari, LLC will continue to accept service for Dengari, Inc. through Dengari, Inc.'s current registered Agent, Alida K. Heiner, 1473 So. 680 E., Orem, UT 84097.

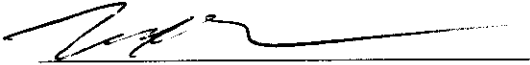
The effective date of this merger shall be the latter of May 18, 2000 or when filed with the Idaho Secretary of State's Office.

Approved and executed this 18th day  
of May 2000, subsequent to unanimous  
stockholder approval for Dengari, Inc.  
by:

  
Denise H. Freeman, Director

Approved and executed this 18th day  
of May 2000, subsequent to unanimous  
approval by the members of Dengari,  
LLC, by:

  
Gary E. Freeman, Member

  
Gary E. Freeman, Director

  
Denise H. Freeman, Member

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