

FILED

98 AUG 27 AM 9:23
CLERK OF STATE
STATE OF IDAHO

Articles of Merger
Idaho Code § 30-1-1105
Idaho Code § 53-663

Black Pine Directional, LLC
into
Black Pine Directional, Inc.

IDAHO SECRETARY OF STATE

08/27/1998 09:00
CK: 1069 CT: 90647 DR: 146195

1 @ 30.00 = 30.00 MERGER

Black Pine Directional, Inc., an Idaho corporation, the business entity surviving or resulting from a merger of Black Pine Directional, LLC, an Idaho limited liability company (hereinafter "Merged Out LLC") into Black Pine Directional, Inc. (hereinafter referred to as "Surviving Corporation") and Merged Out LLC, hereby jointly files these Articles of Merger in accordance with both Idaho Code §§ 30-1-1105 and 53-663.

ARTICLE I. Name. "Black Pine Directional, Inc." is the name of the Corporation of the business entity surviving the merger.

ARTICLE II. Authorization of and Plan and Agreement of Merger. A Plan and Agreement of Merger has been approved and executed by both the Merged Out LLC and the Surviving Corporation, which provides that the Merged Out LLC shall be merged into the Surviving Corporation, with the members of the Merged Out LLC receiving all of the shares of stock of the Surviving Corporation, in the same proportions as they held in the Merged Out LLC respectively (i.e. Doug Newman held 50% of the member ownership of the Merged Out LLC and will own 50 of 100 issued and outstanding shares of the Surviving Corporation, and Joseph Newman held the other 50% of the member ownership of the Merged Out LLC and will own the other 50 of 100 issued and outstanding shares of the Surviving Corporation). A true and correct copy of the Plan and Agreement of Merger is attached hereto.

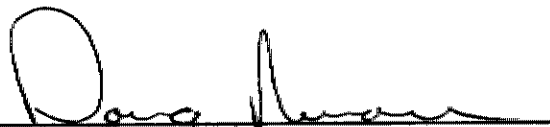
ARTICLE III. Approval of Shareholders of Surviving Corporation. The shareholders of the Surviving Corporation was required and given. The designation, number of outstanding shares, and number of votes entitled to be cast by the only voting group as the Surviving Corporation were, respectively, common stock, 100 shares, and 100. All 100 such shares/votes were cast in favor of the merger; none were cast against the merger.

ARTICLE IV. Name of Surviving or Resulting Business Entity. The name of the surviving or resulting business entity is Black Pine Directional, Inc. (herein referred to as "Surviving Corporation").

ARTICLE V. Effective Date of Merger. The merger as to which these Articles describe shall be effective upon filing with the Idaho Secretary of State.

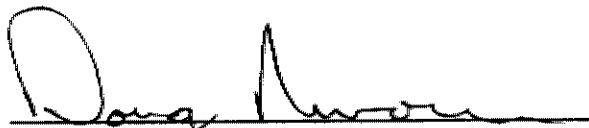
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ARTICLE VI. Statements of Documents Availability. The Plan and Agreement of Merger is on file with the Surviving Corporation, at a place of business, specifically 2700 Wymer, Boise, Idaho 83705. A copy of the Plan and Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any person holding an interest in either the Merged Out LLC or the Surviving Corporation.



Doug Newman
Member
Black Pine Directional, LLC
"MERGED OUT LLC"

Dated: 8/17/98



Doug Newman
President
Black Pine Directional, Inc.
"SURVIVING CORPORATION"

Dated: 8/17/98

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