

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 IDAHO EXPRESS, a California corporation, into IDAHO EXPRESS, INC., an Idaho 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: December 27, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

Dec 27 2 08 PM '93
SECRETARY OF STATE

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO
IDAHO EXPRESS, INC.,
AN IDAHO CORPORATION

IDAHO SECRETARY OF STATE
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Pursuant to the provisions of Section 30-1-77 of the Idaho Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Idaho Express	California
Idaho Express, Inc.	Idaho

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Idaho Express, Inc., and it is to be governed by the laws of the State of Idaho.

FOURTH: The attached Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Idaho Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding 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>Entitled to Vote as a Class</u> <u>Designation of Class</u>	<u>Number of Shares</u>
Idaho Express	10,000	Common	10,000
Idaho Express, Inc.	1	Common	1

SIXTH: As to each of the undersigned corporations, the total number 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 of such class voted for and against such Plan, respectively, are as follows:

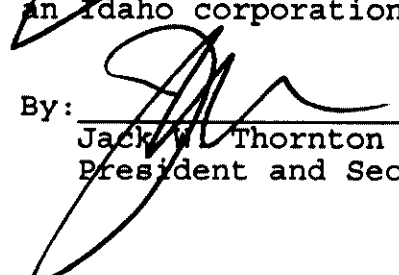
<u>Name of Corporation</u>	<u>Number of Shares</u> <u>Entitled to Vote as a Class</u>				
	<u>Total</u> <u>Voted</u> <u>For</u>	<u>Total</u> <u>Voted</u> <u>Against</u>	<u>Class</u>	<u>Voted</u> <u>For</u>	<u>Voted</u> <u>Against</u>
Idaho Express	10,000	0	Common	10,000	0
Idaho Express, Inc.	1	0	Common	1	0

Dated: December __, 19__

IDAHO EXPRESS,
a California corporation

By: 
Jack W. Thornton
President and Secretary

IDAHO EXPRESS, INC.,
an Idaho corporation

By: 
Jack W. Thornton
President and Secretary

[Notification to follow]

STATE OF IDAHO)

COUNTY OF Blaine }

SS

I, Judith A. Ullman, a notary public, do hereby certify that on this 23rd day of December 1993, personally appeared before me Jack W. Thornton, Jr., who, being by me first duly sworn, declared that he is the President and Secretary of Idaho Express, a California corporation (the "Corporation"), that he signed the foregoing document as President and Secretary of the Corporation, and that the statements therein contained are true.

Judith A. Ullman
Notary Public for Idaho

Residing at: Ketchum

My Commission Expires: 8/23/95

(Notarial Seal)

STATE OF IDAHO)

COUNTY OF Blaine }

SS

I, Judith A. Ullman, a notary public, do hereby certify that on this 23rd day of December 1993, personally appeared before me Jack W. Thornton, Jr., who, being by me first duly sworn, declared that he is the President and Secretary of Idaho Express, Inc., an Idaho corporation, that he signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Judith A. Ullman
Notary Public for Idaho

Residing at: Ketchum

My Commission Expires: 8/23/95

(Notarial Seal)

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AGREEMENT OF MERGER

DEC 27 2 08 PM '93

SECRETARY OF STATE

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This AGREEMENT OF MERGER ("Agreement") is made effective as of
December 27, 1993, by and between IDAHO EXPRESS, a California
corporation (the "Disappearing Corporation") and IDAHO EXPRESS,
INC., an Idaho corporation (the "Surviving Corporation"). (Said
parties are sometimes hereinafter collectively referred to as the
"Constituent Corporations".)

WHEREAS, Disappearing Corporation is duly organized, existing
and is in good standing under the laws of the State of California.
It has 100,000 shares of authorized voting capital stock; 10,000
shares are issued and outstanding; and

WHEREAS, Surviving Corporation is duly organized, existing and
in good standing under the laws of the State of Idaho. It has
100,000 shares of authorized voting capital stock; 1 share is
issued and outstanding; and

WHEREAS, the respective Boards of Directors of the respective
Constituent Corporations deem it in the best interests of their
respective corporations and their shareholders that Disappearing
Corporation be merged with Surviving Corporation in accordance with
Section 30-1-77 et seq. of the Idaho Business Corporation Act.

The Constituent Corporations hereby agree as follows:

1. **Merger.** Disappearing Corporation shall be merged into
and with Surviving Corporation, which shall survive the merger, in
a transaction pursuant to Section 368(a)(1)(F) of the Internal
Revenue Code of 1986, as amended, and the laws of the State of
Idaho. Disappearing Corporation's separate existence shall cease
on the effective date of the merger. Without any other transfer or
documentation, on the effective date of the merger Surviving
Corporation shall (i) succeed to all of Disappearing Corporation's
rights and property; and (ii) assume and be subject to all
Disappearing Corporation's liabilities and obligations; provided,
however, that liens, if any, upon the property of Disappearing
Corporation shall be limited to the property affected by such liens
immediately prior to the effective date of the merger. The
corporate identity, existence, name, purposes, franchises, powers,
rights and immunities of Surviving Corporation shall continue
unaffected by the merger; and the corporate identity, existence,
name, purposes, franchises, powers, rights and immunities of
Disappearing Corporation shall vest in Surviving Corporation.

From and after the effective date of the merger the
Surviving Corporation's officers and directors shall perform any
acts necessary or desirable to vest or confirm Surviving
Corporation's possession of and title to any property or rights of
Disappearing Corporation, or otherwise carry out this Agreement's

purposes, including but not limited to execution and delivery of deeds, assurances, assignments or other instruments.

2. Conversion of Shares. By virtue of the merger and without any action by any shareholder, upon the effective date of the merger, each share of capital stock of Disappearing Corporation outstanding immediately prior to the effective date shall be converted into 1 fully paid and nonassessable share of Surviving Corporation's common stock. No fractional shares of Surviving Corporation shall be issued. The shares of Surviving Corporation outstanding immediately prior to the merger shall not be changed by reason of the merger.

3. Stock Certificates. On or after the effective date of the merger, all of Disappearing Corporation's outstanding stock certificates shall be deemed to represent ownership of the number of Surviving Corporation's shares into which Disappearing Corporation's shares have been converted as provided hereinabove. The holders of such certificates shall surrender them to the Surviving Corporation in whatever manner Surviving Corporation may legally require. On receipt thereof, Surviving Corporation shall issue and exchange certificates for shares of its common stock representing the number of shares to which the holder is entitled as provided above.

Pending the surrender and exchange of certificates, the registered owner on Disappearing Corporation's books of any outstanding stock certificate shall be entitled to exercise all voting and other rights, and receive any dividends payable, with respect to the shares of Surviving corporation represented by the certificates.

4. Officers and Directors. Surviving Corporation's officers and directors shall continue and remain as such after the effective date for the full unexpired terms of their respective offices, or until their successors have been duly elected or appointed and qualified.

5. Effective Date. Provided this Agreement is not abandoned, the effective date of merger shall be at the close of business on the date when this Agreement with officers' certificates attached is duly filed in the office of the Idaho Secretary of State in accordance with the Idaho Business Corporation Act.

6. Abandonment of Merger. Any time prior to the effective date, this merger may be abandoned without further obligation or liability by action of the Board of Directors of either of the Constituent Corporations, notwithstanding approval of the merger by their respective shareholders.

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement of Merger by their respective duly authorized officers, as of the date first written above.

"Disappearing Corporation"

IDAHO EXPRESS,
a California corporation

By: 

Jack W. Thornton, Jr.
President

"Surviving Corporation"

IDAHO EXPRESS, INC.
an Idaho corporation

By: 

Jack W. Thornton, Jr.
President

[Signature Page to Agreement of Merger]

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