

FILED

ARTICLES OF MERGER

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OF

SECRETARY OF STATE
STATE OF IDAHO

STRATUS CONSULTING, INC., an Idaho corporation (the "Surviving Corporation")

AND

STRATUS, LLC, an Idaho limited liability company (the "Merging Company")

Pursuant to the provisions of Idaho Code §§ 30-1-1101 and 53-661, the undersigned corporation and limited liability company adopt the following Articles of Merger for the purpose of merging them into one corporation:

ARTICLE I

Stratus Consulting, Inc., an Idaho corporation and Stratus, LLC, an Idaho limited liability company, are the merging business entities.

ARTICLE II

A Plan and Agreement of Merger has been approved and executed by each of the above-named business entities. The Plan and Agreement of Merger was unanimously approved by the shareholders of Stratus Consulting, Inc. on December 23, 2003, as follows:

Total of number of shares issued and outstanding:	2,000 shares of common voting stock
Number of shares entitled to vote:	2,000
Number of shares voting for the plan:	2,000
Number of shares voting against the plan:	-0-

ARTICLE III

The name of the surviving business entity is Stratus Consulting, Inc.

ARTICLE IV

The effective date of the merger shall be January 1, 2004.

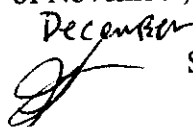
IDAHO SECRETARY OF STATE
12/29/2003 05:00
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1 @ 30.00 = 30.00 MERGER # 2

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ARTICLE V

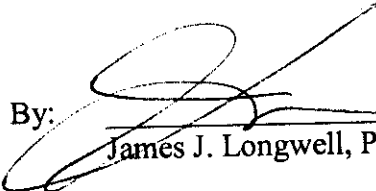
A true and correct copy of the Plan and Agreement of Merger is attached hereto as Exhibit A and by this reference made a part hereof. The original Plan and Agreement of Merger is on file at the principal place of business of Stratus Consulting, Inc. located at 802 West Bannock Street, Suite 500, Boise, Idaho, 83702. A copy of the Plan and Agreement of Merger will be furnished by Stratus Consulting, Inc., on request and without cost, to any person holding an interest in either of the merging business entities as described herein.

DATED This 22 day of ~~November~~, 2003.

December


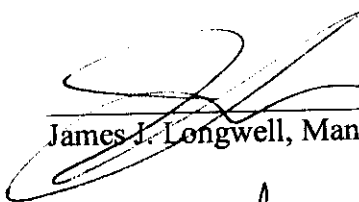
STRATUS CONSULTING, INC.

By:

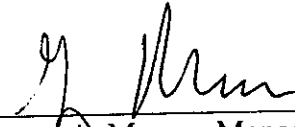

James J. Longwell, President

STRATUS, LLC

By:


James J. Longwell, Managing Member

By:


Gregory A. Mower, Managing Member

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is entered into this 23 day of December, 2003, by and between Stratus Consulting, Inc., an Idaho corporation, and Stratus, LLC, an Idaho limited liability company.

WHEREAS, Stratus Consulting, Inc. and Stratus, LLC desire to enter into this Plan and Agreement of Merger whereby the two business entities will merge and become one corporation, with Stratus Consulting, Inc. being the surviving corporation in the merger.

NOW, THEREFORE, in accordance with the provisions of Idaho Code §§ 30-1-1101 and 53-661, and for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto, intending to be legally bound, hereby enter into the following Plan and Agreement of Merger:

1. Stratus, LLC, an Idaho limited liability company, is the merging entity. Stratus Consulting, Inc., an Idaho corporation, is the surviving corporation.
2. The Articles of Incorporation of the surviving corporation which are attached hereto as Exhibit A shall be the post-merger Articles of Incorporation until amended in accordance with the laws of the State of Idaho. The Bylaws of the surviving corporation which are attached hereto as Exhibit B shall be the post-merger Bylaws until amended in accordance with the provisions thereof.
3. The directors and officers of the surviving corporation immediately prior to the effective date of the merger shall continue to be the directors and officers of the surviving corporation, to hold office for the terms specified in the Bylaws of the surviving corporation until their respective successors are duly elected and qualified.



4. As of the effective date of the merger, each issued and outstanding unit of economic interest of Stratus, LLC immediately prior to the effective date of the merger shall, by virtue of the merger, be converted into and become, without action on the part of the holders of such units of economic interest, one (1) share of the fully paid and non-assessable shares of common stock of Stratus Consulting, Inc. As soon as practicable after the effective date of the merger, the holders of outstanding units of economic interest in Stratus, LLC shall be entitled to receive certificates for the number of shares of common stock of Stratus Consulting, Inc. to which they are entitled. Upon issuance of such certificates, the stock of Stratus Consulting, Inc. will be held as follows:

<u>NAME OF SHAREHOLDER</u>	<u>TOTAL NUMBER OF SHARES</u>
James J. Longwell	1,000
Gregory A. Mower	1,000

5. On the effective date of the merger, Stratus Consulting, Inc. shall possess all the rights, privileges, powers and franchises of each of the merging entities and shall become subject to all the restrictions, disabilities and duties of each of the merging entities. All property, real and personal, and debts due to each of the merging entities on whatever account, as well as all other things belonging to each of the merging entities, shall be vested in Stratus Consulting, Inc.; and all property, assets, rights, privileges, powers, franchises and immunities, and every other interest shall be the property of Stratus Consulting, Inc. as they were of the respective merging entities, and the title to any real estate vested by deed or otherwise, in either of the merging entities, shall not revert or be in any way impaired by reason of the merger, provided, however, that all debts, liabilities, obligations and duties of the respective merging entities shall attach to Stratus Consulting, Inc. and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been originally incurred or contracted by it.

6. On the effective date of the merger, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, the assets and liabilities of the merging entities shall be recorded in the accounting records of Stratus Consulting, Inc. at the amounts at which they were carried at the time in the accounting records of the merging entities, and the stated capital with which Stratus Consulting, Inc. shall begin business immediately after the effective date of the merger shall be as set forth in the books and records of Stratus, LLC.

7. This Plan and Agreement of Merger may be abandoned by action of the board of directors of Stratus Consulting, Inc. or the managing members of Stratus, LLC at any time prior to the effective date of the merger, whether before or after submission to their respective stockholders and members, if the merger fails to obtain the requisite vote of the stockholders of Stratus Consulting, Inc. or of the members of Stratus, LLC.

8. The effective date of the merger provided for by this Agreement shall be January 1, 2004.

The undersigned have executed this Plan and Agreement of Merger on December 23, 2003.

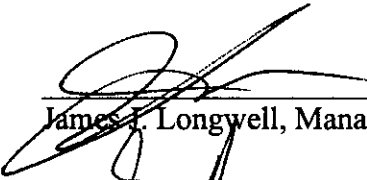
STRATUS CONSULTING, INC.

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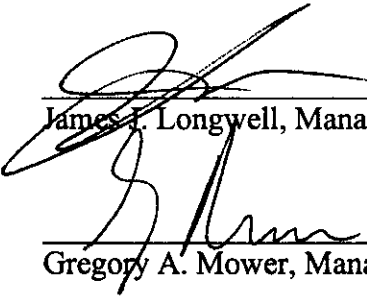

James J. Longwell, President

STRATUS, LLC

By:


James J. Longwell, Managing Member

By:


Gregory A. Mower, Managing Member