

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 JAG PROPERTIES, INC., a California Corporation into JAG PROPERTIES, 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 31, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Debbie Darnsworth

Corporation Clerk

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DEC 31, 1953
SECRETARY OF STATE

ARTICLES AND

AGREEMENT OF MERGER

Jag Properties, Inc.

These articles and agreement of merger are entered into between Jag Properties, Inc. ("Survivor" hereafter), an Idaho corporation, and Jag Properties, Inc. ("Disappearing" hereafter), a California corporation, the constituent corporations in this merger.

RECITALS

A: The issued and outstanding stock of Disappearing consists of fifty thousand (50,000) common shares.

B: The issued and outstanding stock of Survivor consists of one thousand (1,000) common shares.

C: The parties intend by this agreement to set forth the terms and conditions of "reorganization" under section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended and Section 30-1-77 of the Corporation Laws of the State of Idaho and Section 1108 of the California Corporations Code.

AGREEMENT

1. Survivor and Disappearing agree that Survivor and Disappearing shall, on the effective date of the merger stated in this agreement, be merged into a single corporation, Survivor, and that the terms and conditions of the merger are as stated in this agreement. On the effective date of the merger, the separate existence of Disappearing shall cease, and Survivor, as the surviving corporation, shall succeed, without other transfer, to all the rights and property of Disappearing, and shall be subject to all of the debts and liabilities of Disappearing in the same manner as if Survivor had itself incurred them.

2. The articles of incorporation of Survivor in effect on the effective date of the merger shall continue in effect until altered or amended as provided by this agreement or by law. The bylaws of Survivor shall not be altered by this agreement. The officers and board of directors of Survivor shall not be altered by this agreement.

3. The shares of Survivor outstanding on the effective date shall not be changed or converted as a result of the merger, but shall remain outstanding as shares of Survivor. The outstanding shares of Disappearing shall be cancelled, and no shares of Survivor shall be issued in exchange for them.

4. Shareholders owning 50,000 shares (100%) of the outstanding stock of Disappearing have voted in favor of this plan of merger. Shareholders owning 1,000 shares (100%) of the outstanding stock of Surviving voted in favor of this plan of merger.

5. Duplicate originals of these articles and agreement of merger, verified by one of the officers of Survivor and Disappearing executing the same, shall be filed in the office of the Idaho Secretary of State and either an executed counterpart or a copy thereof, certified by the Idaho Secretary of State, shall be filed with the California Secretary of State.

6. The effective date of the merger shall be the close of business on December 31, 1991.

IN WITNESS WHEREOF, Survivor and Disappearing, as duly authorized by their respective boards of directors, have caused these articles and agreement of merger to be executed as of December 20, 1991.

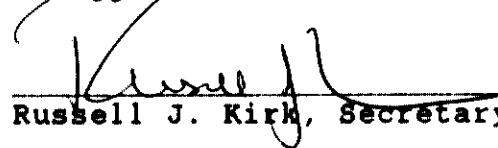
JAG PROPERTIES, INC., an Idaho corporation.
(Survivor)

By 
George R. Kirk II, President

By 
Russell J. Kirk, Secretary

JAG PROPERTIES, INC., a California corporation
(Disappearing)

By 
George R. Kirk II, President

By 
Russell J. Kirk, Secretary

VERIFICATION

STATE OF IDAHO }
County of Blaine } ss.

GEORGE R. KIRK II, being first duly sworn on oath, deposes and states: That I am the President of JAG PROPERTIES, INC., an Idaho Corporation, and the President of JAG PROPERTIES, INC., a California Corporation, that I have signed the foregoing Articles and Agreement of Merger on behalf of said Corporations.


GEORGE R. KIRK II

SUBSCRIBED AND SWEARN to before me this 20th day
of December, 1991.

(seal)

NOTARY PUBLIC for Idaho
Residing at Hailey
Commission expires 3/97