

ARTICLES OF MERGER

Pursuant to Idaho Code Section 30-1-1105, R & S Ventures, Inc., an Idaho corporation, hereby submits as the surviving corporation, the following articles of merger, whereby Ground Zero, Inc., an Idaho corporation was merged into the said R & S Ventures, Inc.

1st: The plan of merger is attached to these articles and incorporated by this reference.

2nd: Shareholder approval, which was unanimous, is incorporated into and is a part of the said plan.

3rd: A copy of these articles of merger will be kept on file at the registered office of the surviving entity, at 317 North First Avenue, Sandpoint, ID 83864, and will be furnished, on request and without cost, to any person holding an interest in any business entity which is a party to this merger.

4th: As of the effective date of this merger, the provisions of Idaho Code Section 53-664 ("Effects of Merger or Consolidation") shall apply, including the following:

IDAHO SECRETARY OF STATE

09/19/2008 09:00
CK: 2664 CT: 60260 IN: 349325

1 @ 30.00 = 30.00 MERGER # 2

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NO SEP 18 AM 10:22
SECRETARY OF STATE
STATE OF IDAHO

(a) Ground Zero, Inc shall merge into R & S Ventures, Inc. and the separate existence of Ground Zero, Inc shall cease,

(b) The title to all real estate and other property owned by Ground Zero, Inc. shall vest in R & S Ventures, Inc. without reversion or impairment,

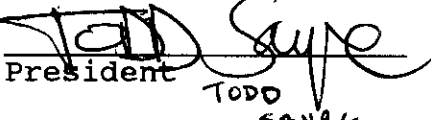
(c) R & S Ventures, Inc. shall succeed to and have all liabilities of Ground Zero, Inc., and

(d) Any proceeding pending against Ground Zero, Inc. may be continued as if this merger had not occurred or R & S Ventures, Inc. may be substituted in the proceeding in the place of Ground Zero, Inc.

Dated this 8th day of September, 2000.

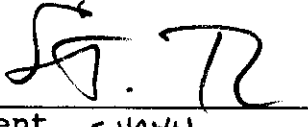
R & S Ventures, Inc.

By:


President
TODD
SAYRE

Ground Zero, Inc.

By:


President
SHAWN
TAYLOR

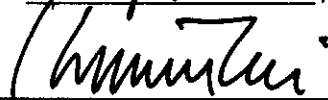
STATE OF IDAHO)

County of Bonner) ss

On this 8th day of September, 2000, personally appeared Shawn Taylor, and, after being sworn on his oath, did state that he is president of Ground Zero, Inc., that he has read the foregoing articles of merger and knows the contents thereof to be true and correct.


Shawn Taylor

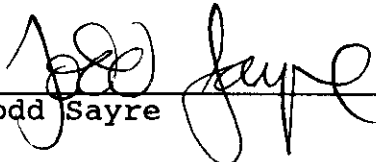
Sworn and subscribed to on Sept 8, 2000.


Notary Public for Idaho
Residing at Sandpoint

STATE OF IDAHO)

County of Bonner) ss

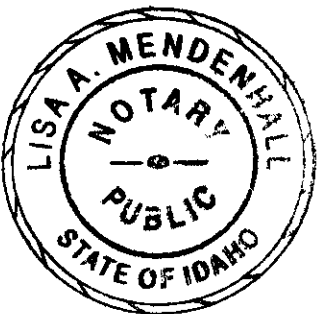
On this 12 day of September, 2000, personally appeared Todd Sayre, and, after being sworn on his oath, did state that he is president of R & S Ventures, Inc., that he has read the foregoing articles of merger and knows the contents thereof to be true and correct.


Todd Sayre

Sworn and subscribed to on September 12, 2000.


Notary Public for Idaho
Residing at Sandpoint

My Commission Expires: 09/26/2004



FROM : CHARLTON MILLS, P.A.

PHONE NO. : 206 263 0459

Sep. 08 2000 09:20AM P1

**PLAN OF MERGER
AND
APPROVAL OF PLAN**

Pursuant to Idaho Code Section 30-1-1101, the following constitutes a plan of merger for the purpose of merging Ground Zero, Inc., an Idaho corporation ("disappearing entity"), into R & S Ventures, Inc., an Idaho corporation ("surviving entity"), both of which business entities are in good standing.

1st: By all of their signatures below and pursuant to Idaho Code Section 30-1-821, this plan of merger is adopted by the unanimous consent of the board of directors of both the disappearing entity and the surviving entity.

2nd: The effective date of this merger is January 1, 2000.

3rd: The surviving entity is R & S Ventures, Inc., an Idaho corporation.

4th: There are 100,000 shares of stock authorized to be issued by the surviving entity, all one class, of which 450 are presently issued, outstanding and held by the undersigned shareholders. No new stock or other equity will be issued as part of
PLAN OF MERGER, Page 1 of 3

FROM : CHARLTON MILLS, P.A.

PHONE NO. : 208 263 0459

Sep. 08 2000 09:20AM P2

this merger, that is, each shareholder shall own the same number of shares after the merger as he holds before the merger.

5th: The outstanding stock in Ground Zero, Inc., is held as follows:

Shawn Taylor 500 shares

Todd Sayre 500 shares

Ryan Kotula 500 shares

6th: This plan of merger calls for issuance of no new stock or other equity in the surviving entity. Instead, each shareholder of the surviving entity shall continue to own 1/3rd of the outstanding shares.

7th: By their signatures below and pursuant to Idaho Code Section 30-1-704, all shareholders of the disappearing entity approve this merger.

8th: By their signatures below and pursuant to Idaho Code Section 30-1-704, the shareholders of both the disappearing entity and the surviving entity approve this merger.

9th: By their signatures below and pursuant to Idaho Code Sections 30-1-704 and 30-1-821, the shareholders and directors of both entities authorize

PLAN OF MERGER, Page 2 of 3

FROM : CHARLTON MILLS, P.A.

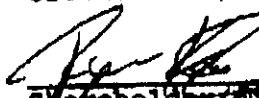
PHONE NO. : 205 263 0459


Sep. 08 2000 09:20AM F3

and direct the appropriate corporate officers to effectuate this merger.

Ground Zero, Inc.

R & S Ventures, Inc.



Shareholder/director


Shareholder/director


Shareholder/director


Shareholder/director


Shareholder/director


Shareholder/director