

**FILED EFFECTIVE**

2003 JAN -9 AM 8:49 AGREEMENT OF MERGER

OF

STATE OF IDAHO

**VERTICAL PARTNERS WEST, LLC**

**An Idaho Limited Liability Company (Surviving Entity)**

**AND**

**VERTICAL PARTNERS WEST, LLC**

**A California Limited Liability Company (Disappearing Entity)**

This Agreement of Merger is entered into this 31st day of December, 2002, by and between Vertical Partners West, LLC a California Limited Liability Company ("VPW.CA") and Vertical Partners West, LLC an Idaho Limited Liability Company ("VPW.ID"), as follows:

1. Pursuant to Idaho Code, Sections 53-663 and 30-1-1101, and California Code, Sections 17550-17556, VPW.CA and VPW.ID hereby agree to a merger of the two entities, with VPW.ID surviving the merger and VPW.CA disappearing. The parties further agree to a like-for-like equal exchange of membership units at the conversion ratio of one (1) unit of VPW.ID for every unit of VPW.CA. The membership units will be exchanged as soon as possible subsequent to the effective date of the merger.

2. The parties instruct the officers and managers of their respective entities to file Articles of Merger with the Idaho Secretary of State as soon as possible and intend for the merger to be effective upon the filing of such Articles of Merger. Each party represents and warrants that the merger has been approved by proper action of the members and managers and as required under Idaho law.

W21936

3. The parties intend for the merger to have the effect specified in the Idaho Business Corporation Act and the Idaho Limited Liability Act, as appropriate, with the surviving entity, VPW.ID, among other things, holding all of the assets and business of VPW.CA, and assuming all of the liabilities and obligations of VPW.CA.

4. VPW.ID agrees to keep this Agreement of Merger on file at its principal offices at 600 W. Buckles, Hayden, Idaho 83835 and furnish the same without cost upon the request of any person holding an interest in VPW.ID or VPW.CA.

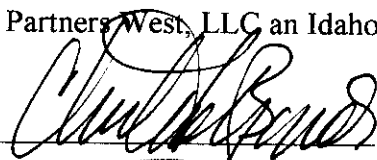
5. The parties hereby agree that:

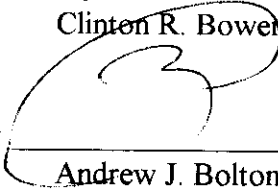
- a. The surviving entity may be served in the State of California in a proceeding for the enforcement of any obligation of any constituent dissenting interest or dissenting shares in a constituent domestic limited liability company or domestic other business entity.
- b. The California Secretary of State is irrevocably appointed as the agent for service of process, with all correspondence forwarded to VPW.ID, 600 W. Buckles, Hayden, Idaho 83835.
- c. The surviving entity will promptly pay the holder of any dissenting interest or dissenting share in a constituent domestic limited liability company or domestic other business entity the amount to which that person is entitled under California law.

6. The parties hereby authorize the managers and members of VPW.CA and the managers and members of VPW.ID to take whatever action is necessary to carry out the purposes and intent of this Agreement.

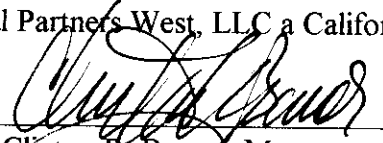
**IN WITNESS WHEREOF**, the undersigned entities have hereunto set their hand and seal this 31<sup>st</sup> day of December, 2002.

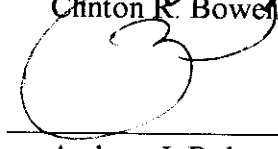
Vertical Partners West, LLC an Idaho Limited Liability Company

By :   
Clinton R. Bower, Manager

By:   
Andrew J. Bolton, Manager  
On Behalf of Bolt-On Performance Party Ltd

Vertical Partners West, LLC a California Limited Liability Company

By :   
Clinton R. Bower, Manager

By:   
Andrew J. Bolton, Manager  
On Behalf of Bolt-On Performance Party Ltd