

FILED EFFECTIVE

ARTICLES OF MERGER 06 JAN 27 AM 11:22

MERGING

**SECRETARY OF STATE
STATE OF IDAHO**

**VENGA VENTURES, LLC,
an Idaho limited liability company,**

with and into

**VENGA VENTURES, LLC,
a Delaware limited liability company**

Pursuant to Section 53-661 of the Idaho Limited Liability Company Act (the "Act"), the undersigned surviving limited liability company submits the following Articles of Merger for filing and does hereby certify that:

FIRST: The name and jurisdiction of formation of each of the limited liability companies to merge are:

<u>Name</u>	<u>Jurisdiction of Formation</u>
Venga Ventures, LLC	Idaho
Venga Ventures, LLC	Delaware

SECOND: That an Agreement and Plan of Merger providing for the merger (the "Merger") of Venga Ventures, LLC, an Idaho limited liability company (the "Idaho LLC"), and Venga Ventures, LLC, a Delaware limited liability company, has been approved and executed by each of the limited liability companies in accordance with the requirements of Section 53-662 of the Act and the Delaware Limited Liability Company Act.

THIRD: That the name of the surviving limited liability company of the Merger is Venga Ventures, LLC, a Delaware limited liability company (the "Surviving LLC").

FOURTH: The executed Agreement and Plan of Merger is on file at the place of business of the Surviving LLC: 208 Spruce St Ste C4, P.O. Box 2830, Ketchum ID, 83340.

FIFTH: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving LLC, on request and without cost, to any member of the Surviving LLC or the Idaho LLC or any person holding an interest in the Surviving LLC or the Idaho LLC.

SIXTH: That the Surviving LLC (i) agrees that it may be served with process in this state in any proceeding for enforcement of any obligation of any business entity party to the merger or consolidation that was organized under the laws of this state, as well as for enforcement of any obligation of the surviving business entity or the new business entity arising

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IDAHO SECRETARY OF STATE
01/27/2006 05:00
CK: 93434 CT: 20168 BH: 934572
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1 @ 20.00 = 20.00 EXPEDITE C # 3

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from the merger or consolidation; and (ii) appoints the secretary of state as its agent for service of process in any such proceeding, and designates the place of business of the Surviving LLC: 208 Spruce St Ste C4, P.O. Box 2830, Ketchum ID, 83340, as the address to which a copy of the process shall be mailed to it by the secretary of state.

(Signature Page to Follow)

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of the 27th day of January, 2006, and are being filed in accordance with Section 53-663 of the Act by an authorized person of the Surviving Company.

VENGA VENTURES, LLC

By: John L. Bunce, Jr.

Name: John L. Bunce, Jr.

Title: Authorized Officer