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IDAHO SECRETARY OF STATE

01/05/2000 09:00
CK: 105106796 CT: 3536 BH: 27872
10 30.00 = 30.00 MERGER # 3
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ARTICLES OF MERGER

Pursuant to the provisions of Section 30-1-1105 and Section 30-1-1107 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The name of the surviving corporation in the merger is ARGYLL HOLDINGS, LTD., a corporation organized and existing under the laws of the state of Delaware.
2. The Plan of Merger is as follows:

"1. *Merger and Surviving Corporation.* On the Effective Date of the Merger (as hereinafter defined), (a) Golden Valley of Prichard Creek, Incorporated, an Idaho corporation ("Golden Valley") shall be merged into Argyll Holdings, Ltd., a Delaware corporation ("Argyll" or the "Surviving Corporation"), (b) Argyll shall be the surviving corporation, and in such capacity is hereinafter sometimes referred to as the "Surviving Corporation" and (c) the separate existence of Golden Valley shall cease.

2. *Purposes of Surviving Corporation.* The purposes of the Surviving Corporation shall be as follows:

To own, invest in, hold and manage interests of all types and descriptions in real property and natural resources within and without the United States of America.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

3. *Capital Structure of Surviving Corporation.* The Surviving Corporation is authorized to issue 1,000 shares of common stock, par value \$0 (the "Common Stock").

4. *Conversion of Shares.* On the Effective Date of the Merger, each share of common stock, par value \$0 of Golden Valley, then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be outstanding, shall be cancelled and retired without payment of any consideration therefor, and shall cease to exist.

The shares of common stock of Argyll then issued and outstanding shall not be converted as a result of this merger,

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but shall remain outstanding as shares of common stock of the Surviving Corporation.

5. *Articles of Organization and By-Laws.* [Except as expressly amended hereby,] the Articles of Organization and By-Laws of Argyll, as in effect on the effective date of the merger, shall be the Articles of Organization and By-Laws, respectively, of the Surviving Corporation.

6. *Officers and Directors.* The Directors and officers of Argyll shall continue to serve as the Directors and officers of the Surviving Corporation, until their resignation or removal or until their successors have been elected and qualified.

7. *Stockholder Approval.* This agreement shall be submitted to the stockholders of each of Golden Valley and Argyll at a meeting thereof called for the purpose of considering and acting upon this agreement.

8. *Effective Date of Merger.* As used herein, the term "Effective Date of the Merger" shall mean the date of filing of Articles of Merger with the Secretary of the State of Delaware.

9. *Articles of Merger.* Following the approval of this agreement by vote of the holders of all of the shares of each class of stock of Golden Valley and Argyll outstanding and entitled to vote on the question, Articles of Merger consistent with the terms of this Agreement shall be filed with the Secretary of the State of Delaware.

10. *Abandonment.* The merger contemplated by this Agreement may be abandoned by mutual consent and agreement of Golden Valley and Argyll at any time prior to the filing of the Articles of Merger with the Secretary of the State of Delaware and shall be abandoned if this Agreement has not been approved by the stockholders of Golden Valley and Argyll on or before December 31, 1999."

3. The Plan of Merger was adopted by the constituent corporations in the following manner:

(a) The Plan was approved by resolution adopted by the Board of Directors of each constituent.

(b) The Plan was unanimously approved by shareholders of each constituent.

4. ARGYLL HOLDINGS, LTD., has complied with the applicable provisions of the laws of the state of Delaware under which it is incorporated, and this merger is permitted by such laws.

Dated: November 12, 1999

ARGYLL HOLDINGS, LTD.

By: Elizabeth B. Gardner
Elizabeth B. Gardner
President

Golden Valley of Prichard Creek,
Incorporated

By: Elizabeth B. Gardner
Elizabeth B. Gardner
President

JAN 4 2 40 PM '00

AGREEMENT OF MERGER

AGREEMENT of MERGER dated November 12, 1999, by and between Golden Valley of Prichard Creek, Incorporated, an Idaho corporation ("Golden Valley"), and Argyll Holdings, Ltd., a Delaware corporation ("Argyll" or the "Surviving Corporation").

WHEREAS, Golden Valley and Argyll deem it in the best interests of each corporation and their respective stockholders that Golden Valley merge into Argyll pursuant to this Agreement;

NOW, THEREFORE, Golden Valley and Argyll, each in consideration of the other party joining in the execution and delivery of this Agreement, hereby act and agree as follows:

1. *Merger and Surviving Corporation.* On the Effective Date of the Merger (as hereinafter defined), (a) Golden Valley shall be merged into Argyll, (b) Argyll shall be the surviving corporation, and in such capacity is hereinafter sometimes referred to as the "Surviving Corporation" and (c) the separate existence of Golden Valley shall cease.

2. *Purposes of Surviving Corporation.* The purposes of the Surviving Corporation shall be as follows:

To own, invest in, hold and manage interests of all types and descriptions in real property and natural resources within and without the United States of America.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

3. *Capital Structure of Surviving Corporation.* The Surviving Corporation is authorized to issue 1,000 shares of common stock, par value \$0 (the "Common Stock").

4. *Conversion of Shares.* On the Effective Date of the Merger, each share of common stock, par value \$0 of Golden Valley, then issued and outstanding shall, by virtue of the Merger and without

any action on the part of the holder thereof, cease to be outstanding, shall be cancelled and retired without payment of any consideration therefor, and shall cease to exist.

The shares of common stock of Argyll then issued and outstanding shall not be converted as a result of this merger, but shall remain outstanding as shares of common stock of the Surviving Corporation.

5. *Articles of Organization and By-Laws.* [Except as expressly amended hereby,] the Articles of Organization and By-Laws of Argyll, as in effect on the effective date of the merger, shall be the Articles of Organization and By-Laws, respectively, of the Surviving Corporation.

6. *Officers and Directors.* The Directors and officers of Argyll shall continue to serve as the Directors and officers of the Surviving Corporation, until their resignation or removal or until their successors have been elected and qualified.

7. *Stockholder Approval.* This agreement shall be submitted to the stockholders of each of Golden Valley and Argyll at a meeting thereof called for the purpose of considering and acting upon this agreement.

8. *Effective Date of Merger.* As used herein, the term "Effective Date of the Merger" shall mean the date of filing of Articles of Merger with the Secretary of the State of Delaware.

9. *Articles of Merger.* Following the approval of this agreement by vote of the holders of all of the shares of each class of stock of Golden Valley and Argyll outstanding and entitled to vote on the question, Articles of Merger consistent with the terms of this Agreement shall be filed with the Secretary of the State of Delaware.

10. *Abandonment.* The merger contemplated by this Agreement may be abandoned by mutual consent and agreement of Golden Valley and Argyll at any time prior to the filing of the Articles of Merger with the Secretary of the State of Delaware and shall be abandoned if this Agreement has not been approved by the stockholders of Golden Valley and Argyll on or before December 31, 1999.

WITNESS the execution hereof under seal on the day and year first above written.

Golden Valley of Prichard Creek, ,
Incorporated

CORPORATE SEAL

By Elizabeth B. Gardner
Elizabeth B. Gardner, President

By Elizabeth B. Gardner
Elizabeth B. Gardner, Treasurer

Argyll Holdings, Ltd.

CORPORATE SEAL

By Elizabeth B. Gardner
Elizabeth B. Gardner, President

By Elizabeth B. Gardner
Elizabeth B. Gardner, Treasurer

Golden Valley of Prichard Creek, Incorporated
Written Consent of Stockholders and Directors
Effective Date: November 12, 1999

The undersigned, who is the sole stockholder and the sole Director of Golden Valley of Prichard Creek, Incorporated, an Idaho corporation, hereby consents to the following actions:

VOTED: That the Agreement of Merger dated November 12, 1999, by and between Golden Valley of Prichard Creek, Incorporated and ARGYLL HOLDINGS, LTD., a Delaware Corporation with ARGYLL HOLDINGS, LTD., to be the surviving corporation, is hereby adopted.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of November, 1999.

Elizabeth B. Gardner
Elizabeth B. Gardner
Sole Director

ARGYLL HOLDINGS, LTD.
Sole Stockholder

Elizabeth B. Gardner
By: Elizabeth B. Gardner,
President

SECRETARY'S CERTIFICATE

I, Elizabeth B. Gardner, Secretary, of Argyll Holdings, Ltd., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Golden Valley of Prichard Creek, Incorporated, a corporation of the State of Idaho, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding 1,000 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said Golden Valley of Prichard Creek, Incorporated and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 12th day of November, 1999.

Elizabeth B. Gardner
Elizabeth B. Gardner
Secretary