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Jan 30 4 33 PM '98

ARTICLES OF MERGER

SECRETARY OF STATE
STATE OF IDAHO

TO: PETE T. CENARRUSA, Secretary of State of the State of Idaho:

The undersigned corporation and limited liability company, pursuant to Idaho Code section 30-1-77, hereby execute in duplicate the following Articles of Merger.

1. The Plan of Merger is as follows: The merging corporation and limited liability company shall be merged into a single corporation by 3B'S WAREHOUSE CO., L.L.C., a Washington L.L.C., merging into and with 3B'S TRANSPORTATION CO., an Idaho corporation, the surviving corporation; and upon such merger the surviving corporation shall become the owner, without other transfer of all rights and property of the merging limited liability company, and the surviving corporation shall become subject to all the debts and liabilities of the merging limited liability company in the same manner as if the surviving corporation had itself incurred them; with the method of converting the members' interest of the merging limited liability company to shares of the surviving corporation on the basis of the members' assets and liabilities of 3B'S WAREHOUSE CO., L.L.C., in existence on February 1, 1996, the effective date of the merger, converted into two (2) shares of common stock of the surviving corporation, and each members' interest of 3B'S WAREHOUSE CO., L.L.C., in existence on February 1, 1996, the effective date of the merger, is to be changed and converted into two (2) shares of 3B'S TRANSPORTATION CO.; said shares to be issued to the prior members of 3B'S WAREHOUSE CO., L.L.C., in proportion to their respective interest.

2. As to the undersigned corporation, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such plan are as follows:

IDAHO SECRETARY OF STATE

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ARTICLES OF MERGER

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<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
3B's Transportation Co.	2	Common	50

The number of members entitled to vote for 3B'S WAREHOUSE CO., L.L.C., is two (2).

3. As to the undersigned corporation, the total number of shares voted for and against such Plan, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Number of Shares Entitled to Vote as a Class</u>	
				<u>Voted For</u>	<u>Voted Against</u>
3B's Transportation Co.	2	-0-	Common	2	-0-

The number of members voting in favor of such Plan were two (2) and the number of members voting against such Plan were zero (0).

4. This Merger was duly adopted by the shareholders and members pursuant to Idaho Code section 30-1-73.

ARTICLES OF MERGER DATED on this 1st day of February, 1996.

3B'S TRANSPORTATION CO.

By Arthur T. Carll, President
Arthur T. Carll, President

ATTEST:

Terrie L. Carll, Secretary
Terrie L. Carll, Secretary

3B'S WAREHOUSE CO., L.L.C.

By Arthur T. Carll, Member
Arthur T. Carll, Member

By Terrie L. Carll, Member
Terrie L. Carll, Member