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State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of MCCALL INVESTMENTS, INC. an Idaho corporation into NORTH IDAHO CRUSHING, INC. an Idaho corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of merger.

Dated: December 31, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWine*

ARTICLES OF MERGER
OF McCALL INVESTMENTS, INC.,
INTO
NORTH IDAHO CRUSHING, INC.,

DEC 31 10 33 AM '92
SECRETARY OF STATE

Pursuant to the provisions of Section 30-1-74 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:

FIRST: The names of the undersigned corporations are:

McCALL INVESTMENTS, INC.,

NORTH IDAHO CRUSHING, INC.,

SECOND: The name of the surviving corporation is NORTH IDAHO CRUSHING, INC.

THIRD: The following plan of merger was approved by the Board of Directors and shareholders of McCALL INVESTMENTS, INC., an Idaho corporation, in the manner provided by the Idaho Business Corporation Act and such plan of merger was also approved by the Board of Directors and shareholders of NORTH IDAHO CRUSHING, INC., an Idaho corporation, in the manner provided by the Idaho Business Corporation Act:

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated this 2nd day of December, 1992, by and between NORTH IDAHO CRUSHING, INC., an Idaho corporation, hereinafter sometimes called the "Surviving Corporation," and McCALL INVESTMENTS, INC., an Idaho corporation, hereinafter sometimes called the "Absorbed Corporation."

WHEREAS, NORTH IDAHO CRUSHING, INC., is a corporation duly organized and existing under the laws of

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the State of Idaho, with its principal place of business located at St. Maries, Idaho; and

WHEREAS, NORTH IDAHO CRUSHING, INC., has a capitalization of 100,000 authorized shares of common stock, having a par value of \$1.00 per share, of which 49,159 shares are issued and outstanding; and

WHEREAS, MCCALL INVESTMENTS, INC., is a corporation duly organized and existing under the laws of the State of Idaho, with its principal place of business located at St. Maries, Idaho; and

WHEREAS, MCCALL INVESTMENTS, INC., has a capitalization of 50,000 authorized shares of common stock, having a par value of \$1.00 per share, of which 7,844 shares are issued and outstanding; and

WHEREAS, the Boards of Directors of both corporations deem it desirable and in the best interests of the corporations and their shareholders that MCCALL INVESTMENTS, INC., be merged into NORTH IDAHO CRUSHING, INC., in accordance with the provisions of Idaho Code § 30-1-71 et seq., in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

I MERGER

MCCALL INVESTMENTS, INC., the Absorbed Corporation, shall merge with and into NORTH IDAHO CRUSHING, INC., which shall be the Surviving Corporation.

II TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of the Absorbed Corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither

the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

III CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

A. Each share of the common stock of McCALL INVESTMENTS, INC., issued and outstanding on the effective day of the merger shall be converted into 48.91645 shares of fully paid, non-assessable common stock of NORTH IDAHO CRUSHING, INC., which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of the fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled to, as a result of the conversion, a payment, in cash, shall be made equal to the value of such fraction, based on the fair market value of the common stock on the effective date of the merger.

B. After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or to its duly authorized agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefore certificates of common stock in the Surviving Corporation, representing the number of shares of said stock to which such holder is entitled to as provided above. The Surviving Corporation shall pay each shareholder of the Absorbed Corporation, who would otherwise be entitled to a fractional share, the cash value of such fractional share as determined above.

C. Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends in shares of stock of the Surviving Corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and issuance to said shareholder of

the certificate for said shareholder's shares in the Surviving Corporation.

IV ARTICLES OF INCORPORATION

The Articles of Incorporation of NORTH IDAHO CRUSHING, INC., shall continue to be its Articles of Incorporation following the effective date of the merger, subject to the following amendment to Article Fourth of the Articles of Incorporation of NORTH IDAHO CRUSHING, INC., to increase the number of authorized shares of common stock of the corporation from 50,000 shares to 500,000 shares as follows:

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 500,000 shares of common stock, each share having a par value of one dollar (\$1.00) per share.

V BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

VI DIRECTORS AND OFFICERS

The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

VII LIMITATION ON BUSINESS ACTIVITY

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may take all action necessary or appropriate under federal and state law to consummate this merger.

VIII
APPROVAL OF SHAREHOLDERS

This Agreement and Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held on or before December 28, 1992, or at such other time as the Boards of Directors of the constituent corporations may agree.

IX
EFFECTIVE DATE

The effective date of this merger shall be the date when a certificate of merger is issued by the Secretary of State of the State of Idaho.

X
ABANDONMENT OF MERGER

This Agreement and Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving Corporation or the Absorbed Corporation at any time prior to the effective date on the happening of either of the following events:

A. If the merger is not approved by the shareholders of the Surviving Corporation or the Absorbed Corporation on or before December 28, 1992; or

B. If, in the judgment of the Boards of the Directors of either the Surviving Corporation or the Absorbed Corporation, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

XI
EXECUTION OF AGREEMENT

This Agreement and Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

FOURTH: On December 2, 1992, the Board of Directors of McCALL INVESTMENTS, INC., unanimously adopted and approved the plan of merger set forth in Article THIRD above and on December 2, 1992, the Board of Directors of NORTH IDAHO CRUSHING,



INC., unanimously adopted and approved the plan of merger set forth in Article THIRD above.

FIFTH: On December 28, 1992, the shareholders of McCALL INVESTMENTS, INC., unanimously adopted and approved the plan of merger. The number of issued and outstanding shares of common stock of McCALL INVESTMENTS, INC., is 7,844. The number of shares voting in favor of the plan of merger was 7,844. The number of shares voting against the plan of merger was 0.

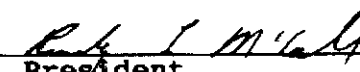
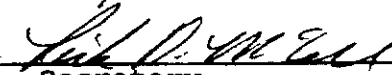
SIXTH: On December 28, 1992, the shareholders of NORTH IDAHO CRUSHING, INC., unanimously adopted and approved the plan of merger. The number of issued outstanding shares of common stock of NORTH IDAHO CRUSHING, INC., is 49,159. The number share voting in favor of the plan of merger was 49,159. The number of shares voting against the plan of merger was 0.

DATED this 30th day of December, 1992.

McCALL INVESTMENTS, INC.

By 
President
And 
Secretary

NORTH IDAHO CRUSHING, INC.

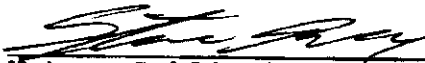
By 
President
And 
Secretary

STATE OF IDAHO)
 : ss.
County of Nez Perce)

NORMAN L. McCALL, whose signature appears above, being first duly sworn, on oath, deposed and says:

That he is the president of McCALL INVESTMENTS, INC.; that he has read the foregoing ARTICLES OF MERGER OF McCALL INVESTMENTS, INC., INTO NORTH IDAHO CRUSHING, INC., knows the contents thereof and believes the same to be true.

SUBSCRIBED AND SWORN to before me this 30th day of December, 1992.



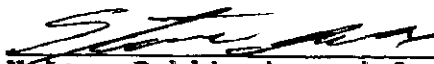
Notary Public in and for the
State of Idaho, residing at
Lewiston therein.
My Commission Expires: 5/14/98

STATE OF IDAHO)
 : ss.
County of Nez Perce)

RANDY L. McCALL, whose signature appears above, being first duly sworn, on oath, deposed and says:

That he is the president of NORTH IDAHO CRUSHING, INC.; that he has read the foregoing ARTICLES OF MERGER OF McCALL INVESTMENTS, INC., INTO NORTH IDAHO CRUSHING, INC., knows the contents thereof and believes the same to be true.

SUBSCRIBED AND SWORN to before me this 30th day of December, 1992.



Notary Public in and for the
State of Idaho, residing at
Lewiston therein.
My Commission Expires: 5/14/98