

State of Idaho

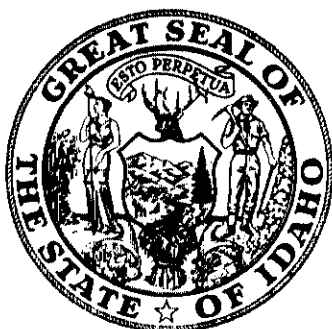
Department of State

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 DATA-CACHE CORPORATION, an Idaho corporation into DATA-CACHE CORPORATION, a Nevada 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: August 4, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Redman*

ARTICLES OF MERGER

RECEIVED

OF data-CACHE CORPORATION, AN IDAHO CORPORATION, INTO

data-CACHE CORPORATION, A NEVADA CORPORATION

JUL 28 3 32 PM '93
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, in order to effect the merger of the above named corporations, do hereby certify as follows:

ARTICLE I: The name and place of incorporation of each constituent corporation is data-CACHE CORPORATION, an Idaho corporation (hereinafter "data-CACHE IDAHO"), and the name and place of incorporation of the surviving corporation is data-CACHE CORPORATION, a Nevada corporation (hereinafter "data-CACHE NEVADA").

ARTICLE II: A Plan of Merger was approved and accepted by the Board of Directors of each corporation on July 1, 1993 and thereafter recommended for approval by the shareholders of the respective corporations. A true and correct copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein by this reference.

ARTICLE III: As to data-CACHE IDAHO, there were on the date of adoption of the Plan of Merger 1,000,000 shares issued and outstanding. The Plan of Merger received the unanimous written consent of all of the shareholders of the corporation on July 1, 1993. As to data-CACHE NEVADA, there were 3,000,000 shares of the common stock issued and outstanding on the date of adoption of the Plan of Merger. The Plan of Merger has received the unanimous written consent of all of the shareholders of the corporation on July 1, 1993.

ARTICLE IV: There are no amendments to the Articles of Incorporation of data-CACHE NEVADA, as the surviving corporation, as a consequence of the merger.

ARTICLE V: The merger shall take effect upon filing of these Articles upon filing with the Secretary of State of the State of Nevada.

IN WITNESS WHEREOF, I have hereunto accordingly set my hand and seal to these

Articles of Merger this 15 day of July, 1993.

data-CACHE CORPORATION,
an Idaho corporation


RICHARD L. MANWELLER, SR.
Its President and Chief Executive Officer

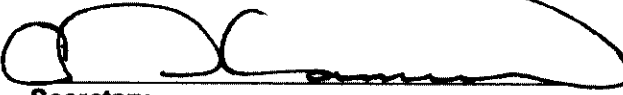
data-CACHE CORPORATION,
a Nevada corporation


RICHARD L. MANWELLER, SR.
Its President and Chief Executive Officer

ATTEST:


Secretary

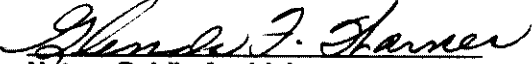
ATTEST:


Secretary

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

On this 21st day of July, 1993, before me, the undersigned, a notary public in and for said state, personally appeared RICHARD L. MANWELLER, SR. who acknowledged that he executed the above instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


Notary Public for Idaho
Residing at: Boise, Idaho
My commission expires: May 1, 1997

VERIFICATION

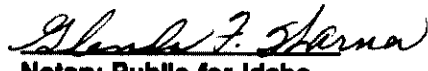
STATE OF IDAHO)
)ss.
COUNTY OF ADA)

RICHARD L. MANWELLER, SR., being first duly sworn upon oath, deposes and states:

That he is the President of data-CACHE CORPORATION, a Nevada corporation; that he has read the within and foregoing Articles of Merger, knows the contents thereof, and that the facts therein stated are true as he verily believes.


RICHARD L. MANWELLER, SR.

SUBSCRIBED AND SWORN to before me this 21st day of July, 1993.


Notary Public for Idaho
Resides at Boise, Idaho
Commission Expires May 1, 1997

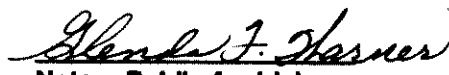
STATE OF IDAHO)
)ss.
COUNTY OF ADA)

RICHARD L. MANWELLER, SR., being first duly sworn upon oath, deposes and states:

That he is the President of data-CACHE CORPORATION, an Idaho corporation; that he has read the within and foregoing Articles of Merger, knows the contents thereof, and that the facts therein stated are true as he verily believes.


RICHARD L. MANWELLER, SR.

SUBSCRIBED AND SWORN to before me this 21st day of July, 1993.


Notary Public for Idaho
Resides at Boise, Idaho
Commission Expires May 1, 1997

STATE OF IDAHO
COUNTY OF ADA
NOTARY PUBLIC
COMMISSION EXPIRES
MAY 1, 1997

PLAN OF MERGER

OF data-CACHE CORPORATION, AN IDAHO CORPORATION, INTO **data-CACHE CORPORATION, A NEVADA CORPORATION**

Pursuant to the provisions of Section 30-1-77, Idaho Code, and Sections 78.451 through 78.461 of the Nevada Revised Statutes, the Boards of Directors of the respective corporations hereby set forth the following PLAN OF MERGER:

1. data-CACHE CORPORATION, an Idaho corporation (hereinafter "data-CACHE IDAHO") shall merge into data-CACHE CORPORATION, a Nevada corporation (hereinafter "data-CACHE NEVADA"), which shall be the surviving corporation.

2. data-CACHE NEVADA will succeed to all of the assets of data-CACHE IDAHO, whether tangible or intangible, and the liabilities of data-CACHE IDAHO shall become the liabilities of data-CACHE NEVADA.

3. data-CACHE IDAHO presently has one million (1,000,000) shares of common stock authorized, issued and outstanding. Upon the effective date of the merger, data-CACHE NEVADA shall issue one million (1,000,000) shares of its common stock to data-CACHE IDAHO shareholders of record as of May 31, 1993, in return for surrender by those shareholders of one million shares of data-CACHE IDAHO common stock. All shares of both data-CACHE IDAHO and data-CACHE NEVADA are common stock of one class. Shareholders of data-CACHE IDAHO holding unvested shares in data-CACHE IDAHO will be allocated data-CACHE NEVADA common stock as if the unvested shares of data-CACHE IDAHO were owned outright; such shares of data-CACHE NEVADA common stock will be subject to restrictions identical to those currently applying to data-CACHE IDAHO shares and to any additional restrictions included in that certain Agreement entered into by and between data-CACHE IDAHO and data-CACHE NEVADA and others on June 1, 1993 (hereinafter "Agreement"). No provision of this Plan of Merger or the Agreement shall be construed to impair

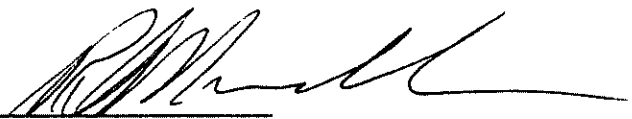
or otherwise effect the rights of any employee of data-CACHE IDAHO with respect to his or her common stock or rights to acquire the common stock of data-CACHE IDAHO.

4. This merger will not require any amendments to the Articles of Incorporation of data-CACHE NEVADA as the surviving corporation.

5. Upon approval of Articles of Merger by the Secretaries of State of the States of Nevada and Idaho, data-CACHE IDAHO shall cease its existence. Thereafter, data-CACHE NEVADA shall comply with the provisions of Chapter 1 of Title 30 of the Idaho Code, with respect to foreign corporations if it is to transact business in the State of Idaho. In support of this, data-CACHE NEVADA hereby states its agreement that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of data-CACHE IDAHO and in any proceeding for the enforcement of the rights of a dissenting shareholder of data-CACHE IDAHO against data-CACHE NEVADA. Further, data-CACHE NEVADA irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding and agrees that it will promptly pay to the dissenting shareholders of data-CACHE IDAHO the amount, if any, to which they shall be entitled under provisions of Chapter 1 of Title 30, of the Idaho Code, with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, we have hereunto accordingly set our hands and seals this 1st day of June, 1993.


data-CACHE NEVADA

By 
RICHARD L. MANWELLER, SR.
Its President

ATTEST:


Secretary

data-CACHE IDAHO

By 
RICHARD L. MANWELLER, SR.
Its President

ATTEST:


Secretary