

FILED/EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER

The following Articles of Merger are hereby executed and adopted pursuant to the provisions of Idaho Code § 30-1-75 for the purpose of merging Northwest Machining & Mfg., Inc., a California corporation ("Northwest-CA"), into Northwest Machining & Mfg., Inc., an Idaho corporation ("Northwest-ID"):

ARTICLE I

The Plan of Merger provides that Northwest Machining & Mfg., Inc., a California corporation ("Northwest-CA"), will merge into Northwest Machining & Mfg., Inc., an Idaho corporation ("Northwest-ID"), with Northwest-ID as the Surviving Corporation. Following such merger, all of the assets of Northwest-CA shall be owned by Northwest-ID, and all the obligations of Northwest-CA shall be owed by Northwest-ID. All outstanding stock of Northwest-CA shall be converted to an equivalent number of shares of Northwest-ID.

ARTICLE II

There are 150,000 shares of the common capital stock of Northwest-CA and ten (10) shares of the common capital stock of Northwest-ID outstanding, all of which is currently held by Guy E. Gage.

ARTICLE III

Guy E. Gage is the sole holder of all the issued and outstanding common capital stock of Northwest-ID and Northwest-CA and waives the mailing of the Plan of Merger.

ARTICLE IV

The foregoing Plan of Merger was adopted by the unanimous vote of all the stockholders and directors of Northwest-CA and by unanimous vote of all the stockholders and directors of Northwest-ID.

IN WITNESS OF The adoption of the foregoing Articles of Merger, Guy E. Gage has set his hand hereunder as the President of Northwest-ID as of this 27th day of June, 2002.

NORTHWEST MACHINING & MFG., INC., an Idaho corporation,

By: Guy E. Gage
Guy E. Gage, President

IDAHO SECRETARY OF STATE
06/28/2002 05:00
CK: 2600 CT: 88795 BH: 474571
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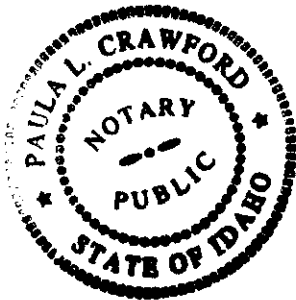
STATE OF IDAHO)


: ss.

County of Ada)

On this 27th day of June, 2002, before me, a Notary Public in and for said State, personally appeared **GUY E. GAGE**, known or identified to me to be the President of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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: Emmett ID
My Commission Expires: 10/7/05