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ARTICLES OF MERGER
Merger Sheet

MERGING:

OFF-SITE SOLUTIONS, INC., a Florida corporation, P94000029473

into

PRAEGITZER INDUSTRIES, INC., an Oregon corporation F97000000852

File date: February 25, 1997

Corporate Specialist: Darlene Connell

CONTACT:

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

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(904) 681-6528

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1 Pracgitzer Industries, Inc.
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<input type="checkbox"/>	Amendment
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Sandra B. Mortham
Secretary of State

February 25, 1997

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: PRAEGITZER INDUSTRIES, INC.
Ref. Number: F9700000852

We have received your document for PRAEGITZER INDUSTRIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and capacity of the person signing the document must be noted beneath or opposite the signature. ("OSS")

The date of adoption for OFF-SITE SOLUTIONS, INC. must be included in the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 497A00009935

CORRECTED 2.26.97

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PRAEGITZER INDUSTRIES, INC.
AND
OFF-SITE SOLUTIONS, INC.

ARTICLES OF MERGER

PRAEGITZER INDUSTRIES, INC., the surviving corporation in a merger effected pursuant to ORS 60.481-60.501 and Fla. Stat. 607.1101 - 607.1106, submits the following Articles of Merger for filing pursuant to ORS 60.494 and Fla. Stat. 607.1105:

1. The names of the constituent corporations in the merger are PRAEGITZER INDUSTRIES, INC., an Oregon corporation (Oregon Registry No. 153448) and OFF-SITE SOLUTIONS, INC., a Florida corporation.

2. The surviving corporation in the merger is PRAEGITZER INDUSTRIES, INC.


3. A copy of the Plan of Merger is attached as Exhibit A.


4. The Plan of Merger was not required to be approved by the Shareholders of PRAEGITZER INDUSTRIES, INC. The Board of Directors of PRAEGITZER INDUSTRIES, INC. adopted the Plan of Merger on January 17, 1997.

5. The Plan of Merger was approved by the holders of common stock of OFF-SITE SOLUTIONS, INC. voting as a single voting group, pursuant to Fla. Stat. § 607.1103, such approval being the only shareholder approval required. At the date of the shareholder vote, there were 270 shares of common stock of OFF-SITE SOLUTIONS, INC. outstanding, all of which were entitled to be cast with respect to approval of the merger. All shares were voted for the Plan of Merger. The date of adoption of the merger is 2/1/97.

6. The merger shall be effective at the date and time of filing of these Articles of Merger.

PRAEGITZER INDUSTRIES, INC.

By:  Date: 2/6/97
Robert L. Praegitzer, President
MATTHEW J. BERGERM, SENIOR VICE PRESIDENT
OFF-SITE SOLUTIONS, INC.

By:  Date: 2/1/97
Title: President Douglas P. Seward, President

Person to contact about this filing: Charles R. Markley, Esq.
(503) 295-2668

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PLAN OF MERGER

PARTIES: PRAEGITZER INDUSTRIES, INC. ("PII")
OFF-SITE SOLUTIONS, INC. ("OSS")

This Plan of Merger is a summary of the Merger Agreement between the parties dated January 29, 1997.

SECTION 1. MERGER OF PII AND OSS

PII and OSS agree to merge pursuant to the Oregon Business Corporation Act and the Florida Business Corporation Act. PII shall be the surviving corporation ("Surviving Corporation"). The merger shall be effective at the time the Articles of Merger are filed pursuant to ORS 60.494 and Fla. Stat. § 607.1105.

SECTION 2. MANNER AND BASIS OF CONVERTING SHARES

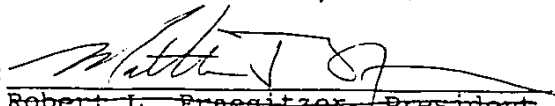
After the merger, one share of PII stock shall be one share of common stock of the Surviving Corporation, and each share of OSS stock shall be converted into 333.33 shares of common stock of the Surviving Corporation. Fractional shares shall be rounded to the nearest whole share after conversion. Shareholders of PII and OSS may, after the merger, surrender their shares for new stock certificates of the Surviving Corporation.

SECTION 3. ARTICLES OF INCORPORATION AND BYLAWS

The articles of incorporation of the Surviving Corporation shall be the articles of incorporation of PII immediately prior to the merger. The bylaws of the Surviving Corporation shall be the bylaws of PII immediately prior to the merger.

PII:

PRAEGITZER INDUSTRIES, INC.

By:  Date: 2/6/97
Robert L. Praegitzer, President
MATTHEW J. BERGERON, SENIOR VICE PRESIDENT

OSS:

OFF-SITE SOLUTIONS, INC.

By:  Date: 2/1/97
Title: President

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