

HERSHNER, HUNTER, ANDREWS, NEILL & SMITH, LLP

LAW OFFICES

180 East 11th Avenue  
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ROBERT S. QUINNEY  
rquinney@herishunt.com

427868

July 15, 1998

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002592584--9  
-07/20/98-01019-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Merger of Additions Unlimited of the Northwest, Inc. (a Florida corporation)  
Into Business Networks, Inc. (an Oregon corporation)  
Our File Nos. 20398-98A and 20315-98C

Dear Sir or Madam:

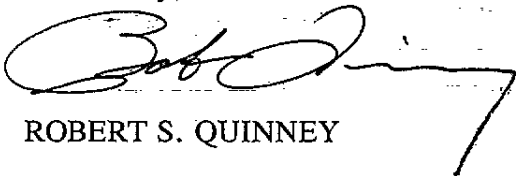
Enclosed are the following:

1. Articles of Merger and an Agreement and Plan of Merger between the above corporations.
2. A check in the amount of \$70 for your filing fees.

Please file these documents on Friday, July 31, 1998.

If you have any questions, please let me know.

Yours truly,



ROBERT S. QUINNEY

RSQ:pk

Enclosures

cc: Les Cunningham (without enclosures)

FILED  
98 JUL 27 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CM  
1098 Mergers  
427868  
eff July 31-98  
filed 7-27-98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ADDITIONS UNLIMITED OF THE NORTHWEST, INC., a Florida Corporation,  
#427868

INTO

**BUSINESS NETWORKS, INC.**, an Oregon corporation not qualified in Florida.

File date: July 27, 1998, effective July 31, 1998

Corporate Specialist: Carol Mustain

HERSHNER, HUNTER, ANDREWS, NEILL & SMITH, LLP

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180 East 11th Avenue  
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Telephone (541) 686-8511

ROBERT S. QUINNEY  
rquinney@hershnhunt.com

July 27, 1998

**FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Attention: Carol Mustain  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Merger of Additions Unlimited of the Northwest, Inc. (a Florida corporation)  
Into Business Networks, Inc. (an Oregon corporation)  
Our File Nos. 20398-98A and 20315-98C

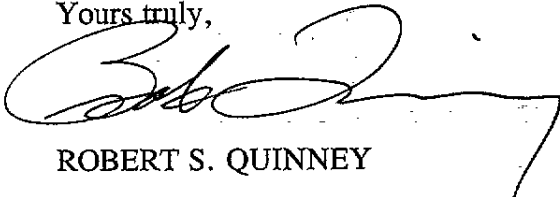
Dear Ms. Mustain:

Enclosed is a copy of your letter to me dated July 21, 1998 and revised documents submitted herewith. We talked on the telephone on July 27, 1998 about adding the dates to the Articles of Merger that the Plan of Merger was adopted. We made those changes to the Articles enclosed.

You did not return the \$70 check so I assume you have it on file. Please file these documents effective July 31, 1998.

Please contact me immediately if you have any additional questions.

Yours truly,



ROBERT S. QUINNEY

RSQ:pk

Enclosures



COPY

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 21, 1998

HERSHNER, HUNTER, ANDREWS, ET.AL.  
% ROBERT QUINNEY  
P.O. BOX 1475  
EUGENE, OR 97440

SUBJECT: ADDITIONS UNLIMITED OF THE NORTHWEST, INC.  
Ref. Number: 427868

We have received your document for ADDITIONS UNLIMITED OF THE NORTHWEST, 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):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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 (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 198A00038542

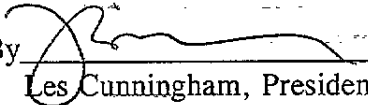
## ARTICLES OF MERGER

Business Networks, Inc., the surviving corporation in a merger effected pursuant to ORS 60.481-60.501, submits the following Articles of Merger for filing pursuant to ORS 60.494:

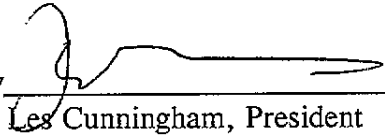
1. The names of the constituent corporations in the merger are Additions Unlimited of the Northwest, Inc., a Florida corporation (Florida Registry No. 427868) and Business Networks, Inc., an Oregon corporation (Oregon Registry No. 505217-81).
2. The surviving corporation in the merger is Business Networks, Inc.
3. A copy of the plan of merger is attached as Exhibit A.
4. The plan of merger was approved on July 6, 1998 by the holders of common stock of Business Networks, Inc. voting as a single voting group, such approval being the only shareholder approval required on the part of Business Networks, Inc. At the date of the shareholder vote, there were 500 shares of common stock of Business Networks, Inc. outstanding, all of which were entitled to be cast with respect to approval of the merger. Five hundred shares were voted for the plan of merger and no shares were voted against approval of the plan of merger.
5. The plan of merger was approved on July 6, 1998 by the holders of common stock of Additions Unlimited of the Northwest, Inc. voting as a single voting group, such approval being the only shareholder approval required on the part of Additions Unlimited of the Northwest, Inc. At the date of the shareholder vote, there were 500 shares of common stock of Additions Unlimited of the Northwest, Inc. outstanding, all of which were entitled to be cast with respect to approval of the merger. Five hundred shares were voted for the plan of merger and no shares were voted against approval of the plan of merger.
6. The merger shall be effective at the date and time of filing of these Articles of Merger which shall be on July 31, 1998.

IN WITNESS WHEREOF, the undersigned constituent corporations have executed these Articles of Merger on the 6th day of July, 1998.

**ADDITIONS UNLIMITED  
OF THE NORTHWEST, INC.**

By \_\_\_\_\_  
Les Cunningham, President

**BUSINESS NETWORKS, INC.**

By \_\_\_\_\_  
Les Cunningham, President

Person to contact about this filing: Robert S. Quinney  
(541) 686-8511

## **AGREEMENT AND PLAN OF MERGER**

**DATE:** July 6, 1998

**PARTIES:** ADDITIONS UNLIMITED OF THE  
NORTHWEST, INC., a Florida corporation (AUN)  
c/o Robert P. Root, Registered Agent  
15011 E. Falcon Lee Drive  
City of Davie, Florida 33331

BUSINESS NETWORKS, INC.,  
an Oregon corporation (BN)  
c/o Les Cunningham  
P.O. Box 175  
Waltersville, Oregon 97489-0175

AUN and BN are referred to jointly as the Constituent Corporations in some sections of this agreement.

### **RECITALS:**

A. The Constituent Corporations desire to effect a merger on the terms set forth in this agreement, pursuant to the provisions of the Oregon Business Corporation Act.

B. The Constituent Corporations intend the merger to be a reorganization within the meaning of IRC §368(a)(1)(A).

### **AGREEMENT:**

#### **SECTION 1. MERGER OF CONSTITUENT CORPORATIONS**

1.1 Merger. At the Effective Date, as defined in Section 1.3, AUN shall be merged with and into BN, the separate existence of AUN shall cease, and BN shall survive as a corporation under the name Business Networks, Inc. (the "Surviving Corporation"), organized under and governed by the laws of the state of Oregon. From that time, the Surviving Corporation, to the extent consistent with its articles of incorporation as altered by the merger, shall possess all the rights, privileges, immunities, and franchises of each of the Constituent Corporations; all property belonging to AUN shall be transferred to and vested in the Surviving Corporation without further act or deed; the Surviving Corporation shall be

responsible for all liabilities of each of the Constituent Corporations; all in the manner and with the effect set forth in ORS 60.497.

1.2 Further Assurances. From time to time after the Effective Date, the officers and directors of AUN last in office shall execute and deliver such deeds and other instruments and shall cause to be taken such further actions as shall reasonably be necessary in order to vest or perfect in the Surviving Corporation title to and possession of all the property, interests, assets, rights, immunities, and franchises of AUN.

1.3 Effective Date. The merger of AUN and BN shall become effective upon the filing of articles of merger pursuant to ORS 60.494. The date and time of such filing are herein called the Effective Date.

1.4 Closing. Subject to the satisfaction of the conditions set forth in Section 4 of this agreement, the closing of the contemplated transactions shall occur at the principal offices of BN in Springfield, Oregon, at 10:00 a.m. on June 10, 1998, or at such other time and place as the Constituent Corporations may mutually agree upon. At such time, the parties shall cause articles of merger to be filed and the merger to become effective.

## SECTION 2. ARTICLES OF INCORPORATION, BYLAWS, DIRECTORS, AND OFFICERS

At the Effective Date:

2.1 Articles of Incorporation. The Articles of Incorporation of BN as amended shall be the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

2.2 Bylaws. The bylaws of BN as in effect immediately prior to the Effective Date shall be the bylaws of the Surviving Corporation until amended or repealed.

2.3 Directors and Officers. The board of directors of the Surviving Corporation shall consist of persons who are the board of directors of BN immediately prior to the Effective Date, and they shall hold office in each case until their successors are elected and qualify. The officers of the Surviving Corporation shall be persons who are the officers of BN immediately prior to the Effective Date, and they shall hold office in each case at the pleasure of the board of directors of the Surviving Corporation.

## SECTION 3. MANNER AND BASIS OF CONVERTING SHARES

3.1 Conversion of Shares. At the Effective Date:



a. Each share of common stock of AUN that is issued and outstanding immediately prior to the Effective Date shall be converted into one (1) share of fully paid and nonassessable common stock of the Surviving Corporation.

b. Each share of common stock of BN that is issued and outstanding immediately prior to the Effective Date shall continue to be an issued and outstanding share of common stock of the Surviving Corporation.

3.2 Certificates for Shares. Each certificate that, prior to the Effective Date, represented shares of common stock of BN, from and after the Effective Date, shall represent shares of common stock of the Surviving Corporation. Each certificate that, prior to the Effective Date, represented shares of common stock of AUN, from and after the Effective Date, shall represent the number of shares of common stock of BN into which such shares are converted. Each holder of shares of common stock of AUN that are converted in the merger into shares of common stock of the Surviving Corporation, upon surrender of the certificate therefor to the Surviving Corporation, shall be entitled to receive a certificate evidencing the ownership of shares of the Surviving Corporation into which such shares of common stock of AUN are converted at the Effective Date.

#### SECTION 4. CONDITIONS

4.1 Conditions to Obligation of AUN. The obligation of AUN to effect the merger is subject to the satisfaction or waiver of each of the following conditions:

a. This agreement shall have been duly approved by the board of directors of BN in accordance with the Oregon Business Corporation Act.

b. This agreement shall have been approved by the holders of a majority of the outstanding shares of common stock of AUN entitled to vote thereon and by the holders of a majority of the outstanding shares of common stock of BN entitled to vote thereon in accordance with the Oregon Business Corporation Act.

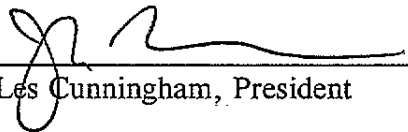
4.2 Conditions to Obligation of BN. The obligation of BN to effect the merger is subject to the satisfaction or waiver of each of the following conditions:

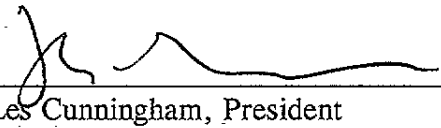
a. This agreement shall have been duly approved by the board of directors of AUN in accordance with the Oregon Business Corporation Act.

b. This agreement shall have been approved by the holders of a majority of the outstanding shares of common stock of AUN entitled to vote thereon and by the holders of a majority of the outstanding shares of common stock of BN entitled to vote thereon in accordance with the Oregon Business Corporation Act.

**ADDITIONS UNLIMITED  
OF THE NORTHWEST, INC. (AUN)**

**BUSINESS NETWORKS, INC. (BN)**

By   
Les Cunningham, President

By   
Les Cunningham, President