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TALLAHASSEE, FLORIDA

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Law Offices of Christopher G. Kenny
298 Placitas Road, N.W.
Albuquerque, NM 87107
(505) 263-7067
Fax: (505) 343-3782
chriskenny@comcast.net

VIA OVERNIGHT MAIL

April 29, 2003

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Articles of Merger To Effectuate the Merger ("Merger") of Inner Earth-Tech, Inc., a Florida Corporation ("IE-T") with and into Inner Earth Technologies, Inc., a New Mexico Corporation ("IET") with IET as the Surviving Corporation

Ladies and Gentlemen:

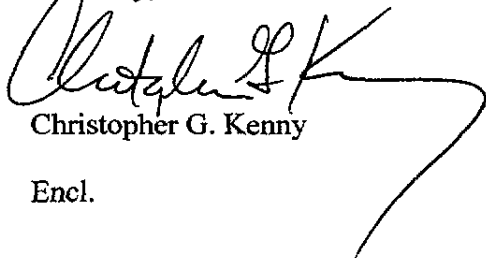
In connection with the above-captioned Merger, enclosed for immediate filing please find the following documents:

1. Transmittal Letter
2. Executed Articles of Merger
3. Plan of Merger (Non Subsidiaries)
4. Executed Merger Agreement dated April 28, 2003 by and between IE-T and IET
5. A check in the amount of \$70 to cover the Filing Fee

Please send the letter of acknowledgment concerning the Merger to me at the address identified above.

Thank you very much.

Sincerely,


Christopher G. Kenny

Encl.

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Inner Earth Technologies, Inc.</u>	<u>New Mexico</u>	<u>2247724</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Inner Earth-Tech, Inc.</u>	<u>Florida</u>	<u>001000021993</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 CLERK OF STATE
 TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on

April 28, 2003 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 28, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

_____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Inner Earth Technologies, Inc.</u>	<u>New Mexico</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Inner Earth-Tech, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

See attached Merger Agreement

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Merger Agreement

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

N/A

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT OF MERGER

This Agreement of Merger ("Agreement") is dated as of April 28, 2003, by and between INNER EARTH-TECH, INC., a Florida corporation (hereinafter "IE-T") and INNER EARTH TECHNOLOGIES, INC., a New Mexico corporation (hereinafter "IET"). IE-T and IET are hereinafter collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, IE-T has authority to issue ten thousand (10,000) shares of common stock, nine thousand (9,000) shares of which are issued and outstanding;

WHEREAS, IET has authority to issue one million (1,000,000) shares of common stock, nine thousand (9,000) shares of which are issued and outstanding;

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of each of the Constituent Corporations, respectively, and their respective shareholders that IE-T be merged with and into IET as permitted by the New Mexico Business Corporation Act (Chapter 53, Sections 11 to 18 NMSA 1978) (hereinafter the "NMBCA") and by the Florida Business Corporation Act (Title XXXVI, Chapter 607 FSA 2002) (hereinafter the "FLBCA"), under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of each of the Constituent Corporations has approved this Agreement; and

WHEREAS, the Board of Directors of IE-T has directed that this Agreement be submitted to its shareholders; and

WHEREAS, pursuant to Section 53-14-3(D) NMBCA and Section 607.1103(7) FLBCA, this Agreement is not required to be submitted to a vote of the shareholders of IET.

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants herein contained and in accordance with the applicable provisions of the NMBCA and the FLBCA, the parties hereto have agreed and covenanted, and do hereby agree and covenant, as follows:

ARTICLE I

THE MERGER, THE SURVIVING CORPORATION AND THE EFFECTIVE DATE

1. At the Effective Date of the merger (as hereinafter defined) IE-T shall be merged with and into IET (the "Merger"), with IET being the surviving Constituent Corporation of the Merger.

2. The Merger shall become effective upon the later to occur of (i) April 30, 2003 and (ii) the date and at the time the Articles of Merger are filed with the Office of the Public Regulation Commission of the State of New Mexico and with the Division of

Corporations of State of Florida (the "Effective Date").

3. IET, as the surviving corporation (in such capacity, the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of New Mexico. On the Effective Date, the separate existence and corporate organization of IE-T, except insofar as it may be continued by operation of law, shall be terminated.

ARTICLE II
ARTICLES OF INCORPORATION, BYLAWS,
DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

1. The Articles of Incorporation of IET set forth as Appendix A hereto will not be modified or affected by this Agreement or by the Merger and shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date, unless and until amended or repealed in accordance with the provisions thereof and/or applicable law.

2. The Bylaws of IET set forth as Appendix B hereto shall be the Bylaws of the Surviving Corporation following the Effective Date, unless and until amended or repealed in accordance with the provisions thereof, the Articles of Incorporation of IET and/or applicable law.

3. The directors and officers of IET on the Effective Date will be the directors and officers, respectively, of the Surviving Corporation on and after the Effective Date until expiration of their current terms and until their successors are elected and qualified, or prior resignation, removal or death, subject to the Articles of Incorporation and Bylaws of IET and subsequent actions by the shareholders and/or directors of IET.

ARTICLE III
TREATMENT OF SHARES OF EACH OF THE
CONSTITUENT CORPORATIONS

1. On the Effective Date:
 - a. Each share of IE-T common stock outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled.
 - b. Each share of IET common stock outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, remain one share of the Surviving Corporation's common stock.

2. Termination:

a. This Agreement may be terminated by the Board of Directors of IE-T or IET, at any time before or after adoption and approval thereof by the shareholders of IE-T or IET or all of such shareholders, but not later than the Effective Date.

b. In the event of termination of this Agreement as above provided, this Agreement shall become null and void, and there shall be no liability on the part of any Constituent Corporation or its Board of Directors or its shareholders.

ARTICLE IV
TRANSFER OF ASSETS AND LIABILITIES

1. On the Effective Date, the rights, privileges, powers and franchise, both of a public as well as of a private nature, of each of IE-T and IET shall be vested in and possessed by the Surviving Corporation, subject to all the disabilities, duties and restrictions of or upon each of IE-T and IET; and all the rights, privileges, powers and franchises of each of IE-T and IET, and all property, real, personal and mixed, of each of IE-T and IET, and all debts due to each of IE-T and IET, on whatever account, and all things in action or belonging to each of IE-T and IET, shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of each of IE-T and IET, respectively, and the title to any real estate vested by deed or otherwise in each of IE-T and IET shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of each IE-T and IET, and of their respective shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of each of IE-T and IET, shall be preserved unimpaired, and any claims existing or action or proceeding pending by or against each of IE-T and IET, may be prosecuted to judgment as if such Merger had not taken place except as they may be modified with the consent of such creditors and all debts, liabilities and duties of or upon each of IE-T and IET, shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it in the first instance.

2. The parties hereto agree that from time to time and as and when requested by the Surviving Corporation or by its successors or assigns, to the extent permitted by law, the officers and directors of each of IE-T and IET, are fully authorized in the name of IE-T and IET, or otherwise to execute and deliver all such deeds, assignments, confirmations, assurances and other instruments and to take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, confirm in or assure the Surviving Corporation title to and possession of all of said property, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Agreement.

ARTICLE V
MISCELLANEOUS

1. For the convenience of the parties and to facilitate any filing and recording of this Agreement, any number of counterparts hereof may be executed, each of which shall be deemed to be an original of this Agreement but all of which together shall constitute one and the same instrument.

2. This Agreement constitutes a plan of reorganization and is intended by IE-T and IET to accomplish a statutory merger of IE-T into IET all pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

3. This Agreement, including any Exhibits or any other documents contemplated hereby, embodies the entire agreement and understanding of the parties with respect to the transactions contemplated by this Agreement. This Agreement supersedes all prior discussions, negotiations, agreements and understandings between the parties with respect to the transactions contemplated hereby that are not reflected or set forth in this Agreement or any Exhibits and agreements attached hereto or incorporated by reference herein. Any information set forth on any Exhibit shall be deemed to have been disclosed for all purposes hereunder.

4. This Agreement shall be governed by the laws of the State of New Mexico.

5. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which, when taken together, shall constitute one and the same instrument.


IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President and attested to by the Secretary of each party hereto, all as of the day and year first written above.

INNER EARTH-TECH, INC.,
a Florida corporation

INNER EARTH TECHNOLOGIES, INC.,
a New Mexico corporation

By: 
Peter Vajda, President

By: 
Peter Vajda, President

Attest: 
Melissa Vajda, Secretary

Attest: 
Christopher G. Kenny, Secretary

I, Melissa Vajda, Secretary of Inner Earth-Tech, Inc., a corporation organized and existing under the laws of the State of Florida ("IE-T"), hereby certify, that the board of directors of IE-T, pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act (the "FLBCA"), has adopted the Agreement of Merger by and among IE-T and Inner Earth Technologies, Inc., a New Mexico corporation (the "Agreement of Merger"), on the terms and conditions set forth in the Agreement of Merger to which this certification is appended, and that the shareholders of IE-T thereafter approved said Agreement of Merger in accordance with Section 607.1103(5) of the FLBCA.

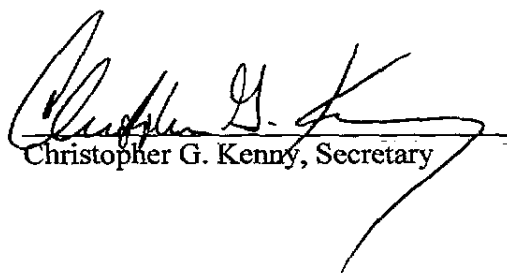
IN WITNESS WHEREOF, I have subscribed my name this 28th day of April, 2003.


Melissa Vajda, Secretary

I, Christopher G. Kenny, Secretary of Inner Earth Technologies, Inc., a corporation organized and existing under the laws of the State of New Mexico ("IET"), hereby certify, that the board of directors of IET, pursuant to the provisions of Section 53-14-7 of the New Mexico Business Corporation Act (the "NMBCA"), has adopted the Agreement of Merger by and among IET

and Inner Earth-Tech, Inc., a Florida corporation (the "Agreement of Merger"), on the terms and conditions set forth in the Agreement of Merger to which this certification is appended, and that, in accordance with Section 53-14-3(D), the approval of the Agreement of Merger by the shareholders of IET was not required.

IN WITNESS WHEREOF, I have subscribed my name this 28th day of April, 2003.



Christopher G. Kenny, Secretary

EXHIBIT A

ARTICLES OF INCORPORATION
OF
INNER EARTH TECHNOLOGIES, INC.



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

INNER EARTH TECHNOLOGIES, INC.

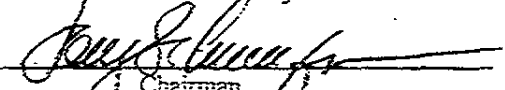
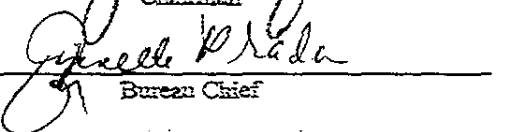
2247724

The Public Regulation Commission certifies that the Articles of Incorporation, duly signed and verified pursuant to the provisions of the
BUSINESS CORPORATION ACT
(53-11-1 to 53-18-12 NMSA 1978)
have been received by it & are found to conform to law.

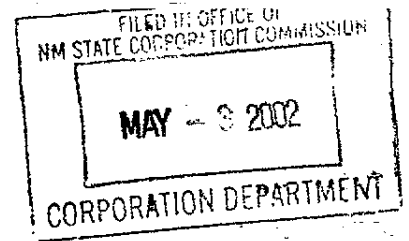
Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate of Incorporation & attaches hereto, a duplicate of the Articles of Incorporation.

Dated: MAY 3, 2002

In testimony whereof, the Public Regulation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to affix at the City of Santa Fe.


Chairman

Bureau Chief

2247724



**ARTICLES OF INCORPORATION
OF
INNER EARTH TECHNOLOGIES, INC.**

The undersigned, for the purpose of forming a corporation under the New Mexico Business Corporation Act, hereby certifies:

ARTICLE I

The name of the corporation shall be: INNER EARTH TECHNOLOGIES, INC.

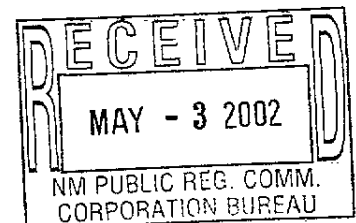
ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows:

- (a) To engage in the business of researching, developing, manufacturing, marketing, selling and performing related services, directly or through licensees or other assignees, remote sensing technologies;
- (b) To invest in, own, and lease real and personal property of any and all kinds;
- (c) To engage in any lawful business permitted to a private corporation under the laws of the State of New Mexico, and to have all of the corporate powers enumerated in the New Mexico Business Corporation Act, as amended from time to time; and
- (d) To do all things necessary and convenient for the accomplishment or furtherance of any of the purposes stated herein, and to do all things necessary or convenient for the protection and benefit of the corporation.



ARTICLE IV

The corporation shall have authority to issue one million (1,000,000) shares of no par value common stock. The corporation shall have only one class of stock, which shall be common stock. Fractional shares may be issued.

ARTICLE V

No shareholder of this corporation shall, because of such shareholder's ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

ARTICLE VI

The address of the corporation's initial registered office is 1607 Conestoga SE, Albuquerque, New Mexico 87123, and the name of the corporation's initial registered agent at such address is Peter Vajda.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of such number as may be provided by the bylaws. The initial Board of Directors shall consist of five (5) member(s). The following list sets forth the name(s) and address(es) of the person(s) designated to serve as director(s) until the first annual meeting of shareholder(s) or until the election and qualification of successor(s):

NAME	ADDRESS
Peter Vajda	PMB-295 13170-B Central Ave. SE Albuquerque, NM 87123-5579
Melissa Vajda	PMB-295 13170-B Central Ave. SE Albuquerque, NM 87123-5579

Patrick Carfax

PMB-295
13170-B Central Ave. SE
Albuquerque, NM 87123-5579

Robert V. Duncan

PMB-295
13170-B Central Ave. SE
Albuquerque, NM 87123-5579

Wallace Henderson

PMB-295
13170-B Central Ave. SE
Albuquerque, NM 87123-5579

ARTICLE VIII

The Board of Directors, except as limited by the New Mexico Business Corporation Act and these Articles of Incorporation, shall have the right to make, adopt, alter, amend and repeal bylaws fixing and altering the number of its directors and providing for the management of its property and the regulation and governance of its business and affairs.

ARTICLE IX

The provisions of Section 53-11-20 of the New Mexico Business Corporation Act notwithstanding, rights, options or warrants entitling the holder to purchase from the corporation shares of any class or classes may be issued to directors, officers or employees of the corporation or any subsidiary thereof, and not to the shareholders generally, without the necessity of approval or ratification thereof by the shareholders of the corporation.

ARTICLE X

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or while a director of the corporation is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the corporation to the fullest extent authorized by the New Mexico Business Corporation Act as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the

extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in this Article, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or a part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the New Mexico Business Corporation Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer of the corporation (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to employee benefit plans or trusts) in advance of the final disposition of a proceeding, shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The corporation may, by action of its Board of Directors, provide indemnification and advance expenses to employees and agents of the corporation and others permitted to be indemnified by the New Mexico Business Corporation Act with the same scope and effect as the foregoing indemnification and advancement of expenses of directors and officers.

If a valid claim pursuant to the above provisions of this Article is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the New Mexico Business Corporation Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the New Mexico Business Corporation Act, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the

corporation's Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.


The corporation may maintain insurance, at its expense, or provide alternative financial arrangements including but not limited to providing a trust, letter of credit or self-insurance to protect itself and any director, officer, partner, trustee, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other incorporated or unincorporated enterprise (including an employee benefit plan or trust) against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the New Mexico Business Corporation Act.

ARTICLE XI

The name and address of the incorporator are:

Robert Pampell
1114 Pennsylvania NE
Albuquerque, New Mexico 87110

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of April, 2002.


ROBERT PAMPELL

FILED IN: OFFICE OF
NM STATE CORPORATION COMMISSION
MAY 3 2002
REGISTERED DEPARTMENT

**AFFIDAVIT OF ACCEPTANCE
OF APPOINTMENT
BY DESIGNATED REGISTERED**

AGENT

TO: Public Regulation Commission
State of New Mexico

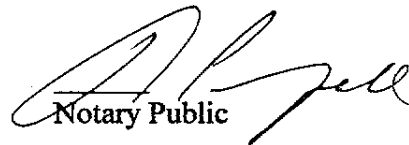
Pursuant to the provisions of Section 53-12-3 of the New Mexico Business Corporation Act, the undersigned hereby acknowledges his acceptance of appointment as the initial registered agent of INNER EARTH TECHNOLOGIES, INC..

Dated: April 30, 2002.


PETER VAJDA

STATE OF NEW MEXICO)
) ss.
COUNTY OF BERNALILLO)

Signed and sworn to before me on April 30, 2002, by Peter Vajda.


Notary Public

My commission expires:

2-11-2004

RECEIVED
MAY - 3 2002
NM PUBLIC REG. COMM.
CORPORATION BUREAU

EXHIBIT B
BYLAWS
OF
INNER EARTH TECHNOLOGIES, INC.

ARTICLE I
OFFICES

Section 1. *Offices.* The registered office shall be in the City of Albuquerque, County of Bernalillo, State of New Mexico (hereinafter, the "State"). The corporation may also have offices at such other places both within and without the State, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II
MEETINGS OF STOCKHOLDERS

Section 1. *General.* All meetings of the stockholders shall be held at such place within or without the State as may be designated from time to time by the Board of Directors.

Section 2. *Annual Meetings.* The annual meeting of the stockholders, commencing with the year 2003 shall be held on the final Monday in April, if not a legal holiday, and if a legal holiday, then on the next business day following, at 10:00 a.m., or at such other date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which they shall elect by a plurality vote the Board of Directors, and transact such other business as may properly be brought before the meeting. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least twenty (20) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least twenty (20) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 3. *Special Meetings.* Special meetings of the stockholders, for any purpose or

purposes, unless otherwise prescribed by statute or by the certificate of incorporation (hereinafter, the "Certificate"), may be called by the President and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of stockholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten (10) or more than sixty (60) days before the date of the meeting, to each stockholder entitled to vote at such meeting. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 4. Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by statute or by the Certificate. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote, present in person or represented by proxy, shall have power to adjourn the meeting to a future date at which a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. Notice need not be given of the adjourned meeting if the time and place are announced at the meeting in which the adjournment occurs. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 5. Voting. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Certificate, a different vote is required in which case such express provision shall govern and control the decision of such question. Unless otherwise provided in the Certificate or by statute, each stockholder shall at every meeting of the stockholders be entitled to one (1) vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three (3) years from its date, unless the proxy provides for a longer period. Every proxy shall be revocable by the stockholder executing it, except where an irrevocable proxy is permitted by statute.

Section 6. Written Consent. Unless otherwise provided in the Certificate, any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take

such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing and to the Secretary of the corporation. Any such consent shall be filed with the minutes of the corporation.

ARTICLE III BOARD OF DIRECTORS

Section 1. Management and Number. The property, business and affairs of the corporation shall be controlled and managed by a Board of Directors. The number of directors to constitute the first Board of Directors is five (5) and such number may be increased or decreased by future action of the Board of Directors. The business of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Certificate or by these bylaws directed or required to be exercised or done by the stockholders.

Section 2. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority vote of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole Board of Directors (as constituted immediately prior to any such increase), then the appropriate court of the State may, upon application of any stockholder or stockholders having at least ten (10%) percent of the total number of shares then outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships or to replace directors chosen by the directors then in office.

Section 3. Locations. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State.

Section 4. First Meeting. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the stockholders to fix the time or place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 5. Regular Meetings. Regular meetings of the Board of Directors may be held without

notice at such time and at such place as shall from time to time be determined by the Board of Directors.

Section 6. Special Meetings. *Special meetings of the Board of Directors may be called by the President on two (2) days' notice to each director, either personally or by mail or by telegram, setting forth the time, place and purpose of the meeting. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) directors.*

Section 7. Quorum. *At all meetings of the Board of Directors, a majority of directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise be specifically provided by statute or by the Certificate. If a quorum shall not be present at any meeting of the Board of Directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.*

Section 8. Action by Consent. *Unless otherwise restricted by the Certificate, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.*

Section 9. Meetings by Telephone. *Unless otherwise restricted by the Certificate, members of the Board of Directors or of any committee thereof, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting by use of such equipment shall constitute presence in person at such meeting.*

Section 10. Committees, Membership, Powers. *The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate; adopting an agreement of merger or consolidation; recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets; recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution; amending the bylaws of the corporation; or increasing or decreasing the membership of the Board of Directors; and, unless the resolution or the Certificate expressly so provide, no such committee shall have the power or authority to*

declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be

determined from time to time by resolution adopted by the Board of Directors.

Section 11. Committees, Minutes. Each committee shall appoint a secretary of each meeting and keep regular minutes of its meetings and report the same to the Board of Directors.

Section 12. Compensation of Directors. Unless otherwise restricted by the Certificate, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors and a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE IV NOTICES

Section 1. Notices. Whenever, under the provisions of the statutes or of the Certificate or of these bylaws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder at their address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Waivers. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V OFFICERS

Section 1. Designations. The officers of the corporation shall be chosen by the Board of Directors and shall be a Chairman of the Board of Directors (if one shall be elected by the Board of Directors), a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also choose additional Vice Presidents, and one or more assistant Secretaries and Assistant Treasurers. Any number of offices may be held by the same person, unless applicable law, the Certificate or these bylaws otherwise provide.

Section 2. Term; Removal. The Board of Directors at its first meeting and after each annual meeting of stockholders shall choose a Chairman of the Board of Directors (if they so desire), a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The officers of the corporation shall

hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

Section 3. Salaries. The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors. Any payments made to an officer of the corporation as compensation, salary, commission, bonus, interest, or rent, or in reimbursement of entertainment or travel expense incurred by said officer, shall be, to the greatest extent practical, a deductible expense of the corporation for Federal income tax purposes.

Section 4. The Chairman of the Board of Directors. The Chairman of the Board of Directors (if one shall be elected by the Board of Directors) shall preside at all meetings of the shareholders and at all meetings of the Board of Directors.

The Chairman shall perform all the duties incident to the office of Chairman of the Board of Directors and such other duties as the Board of Directors may from time to time determine or as may be prescribed by these bylaws. In the absence of the President, the Chairman shall be the chief executive and administrative officer and acting President of the corporation.

Section 5. The President. The President shall be the chief executive and administrative officer of the corporation, shall have general supervision of the business and finances of the corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect and shall, in the absence of the Chairman of the Board of Directors, preside at all meetings of the shareholders and directors. The President may execute all bonds, deeds, mortgages, conveyances, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law otherwise to be signed or executed. The President shall have the power to appoint, determine the duties and fix the compensation of such agents and employees as in his judgment may be necessary or proper for the transaction of the business of the corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him by the Board of Directors. The Board of Directors may confer like power on any other person or persons, except those that by statute are conferred

exclusively on the President. Section 6. The Vice Presidents. The Vice Presidents shall perform such duties as shall be assigned to them and shall exercise such powers as may be granted to them by the Board of Directors or by the President of the corporation. In the absence of the President and the chairman of the Board of Directors, the Vice Presidents, in order of their seniority, may perform the duties and exercise the powers of the President with the same force and effect as if performed by the President and shall generally assist the President and shall perform the duties and have the powers prescribed by the Board of Directors from time to time.

Section 7. The Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of

Directors or President, under whose supervision he or she shall be. The Secretary shall have custody of the corporate seal of the corporation and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature. Section 8. Assistant Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and

exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time to prescribe.

Section 9. The Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the corporation.

Section 10. Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE VI CERTIFICATES OF STOCK

Section 1. Certificates of Stock. Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by the Chairman of the Board of Directors, or the President or a Vice President and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the corporation, certifying the number of shares owned by him or her in the corporation. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

Section 2. Lost Certificate. The Board of Directors may direct a new certificate or certificates

to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 3. Transfers of Stock. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 4. Fixing Record Date. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of stockholder of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 5. Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State.

ARTICLE VII GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the Certificate, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate.

Section 2. Reserves. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time,

in their absolute discretion, think proper as a reserve or reserves for working capital, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 3. Annual Statement. The Board of Directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the corporation.

Section 4. Checks and Deposits. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. All funds of the corporation not otherwise employed may be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time select.

Section 5. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Section 6. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of incorporation

and the words "Corporate Seal, New Mexico." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VIII AMENDMENTS

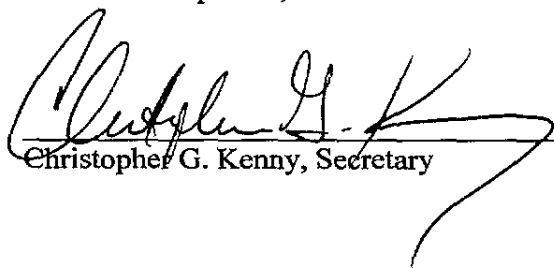
Section 1. Amendments. These bylaws may be altered, amended or repealed or new bylaws may be adopted by the stockholders or by the Board of Directors, when such power is conferred upon the Board of Directors by the Certificate, at any regular meeting of the stockholders or of the Board of Directors or at any special meeting of the stockholders or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such special meeting.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. A. The corporation shall indemnify to the full extent authorized or permitted by the general corporation law of the State, as now in effect or as hereafter amended, any person made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigate, including an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation or serves or served any other enterprise as such at the request of the corporation. B. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article IX. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the general corporation law of the State.

Dated as of April 28, 2003.

A handwritten signature in black ink, appearing to read "Christopher G. Kenny", is written over a horizontal line. The signature is stylized and cursive.

Christopher G. Kenny, Secretary