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MERGER OR SHARE EXCHANGE

KATUN CORPORATION

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FLORIDA DEPARTMENT OF STATE

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STATE OF FLORIDA
ARTICLES OF MERGER OF
DAKOTA HOLDINGS, INC.
INTO
KATUN CORPORATION

Pursuant to Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act ("FBCA"), the undersigned officer of Katun Corporation, a Minnesota corporation (the "Surviving Corporation"), which is the owner of 100% of the outstanding capital stock of Dakota Holdings, Inc., a Florida corporation (the "Subsidiary Corporation"), and the undersigned officer of the Subsidiary Corporation hereby execute and file these Articles of Merger:

EFFECTIVE DATE

FIRST: The Plan of Merger, in the form of resolutions duly adopted by written action by a majority of the Board of Directors of the Surviving Corporation, effective December 22, 2006, is attached hereto as Exhibit A.

12-29-06

SECOND: The number of outstanding shares of each class and series of the Subsidiary Corporation and the number of shares of each such class and series owned by the Surviving Corporation are as follows:

<u>Designation of Class and Series</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Surviving Corporation</u>
Common Shares, \$1.00 Par Value Per Share	100	100

THIRD: The Plan of Merger has been duly approved by the Board of Directors of the Surviving Corporation effective on December 22, 2006 in accordance with Section 607.1104 of the FBCA and Section 302A.621 of the Minnesota Business Corporation Act ("MBCA"). Neither the FBCA nor the MBCA require shareholder approval of the merger of the Subsidiary Corporation into the Surviving Corporation.

FOURTH: The merger of the Subsidiary Corporation into the Surviving Corporation shall be effective as of December 29, 2006.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of this 21st day of December, 2006.

KATUN CORPORATION

By: Luke KomarekIts: General Counsel and Secretary

LUKE R. KOMAREK

DAKOTA HOLDINGS, INC.

By: Luke KomarekIts: Secretary

LUKE R. KOMAREK H06000300659

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Exhibit A

KATUN CORPORATION**WRITTEN ACTION BY BOARD OF DIRECTORS**

The undersigned, being a majority of the directors of Katun Corporation, a Minnesota corporation (the "Company") subject to the Minnesota Business Corporation Act ("MBCA"), hereby adopt the following resolutions, effective as of December 22, 2006:

WHEREAS, the Company owns 100% of the issued and outstanding capital stock of Dakota Holdings, Inc., a Florida corporation (the "Subsidiary") subject to the Florida Business Corporation Act ("FBCA"), consisting of 100 shares of common stock, par value \$1.00 per share; and

WHEREAS, the Company desires to effect the merger of the Subsidiary with and into the Company pursuant to Sections 302A.621 and 302A.651 of the MBCA and Sections 607.1104 and 607.1107 of the FBCA.

NOW, THEREFORE BE IT

RESOLVED, that the Subsidiary be merged with and into the Company, with the Company being the surviving entity, pursuant to Sections 302A.621 and 302A.651 of the MBCA and Sections 607.1104 and 607.1107 of the FBCA, in accordance with the resolutions set forth below, which shall constitute the plan of merger (the "Plan of Merger").

RESOLVED FURTHER, that at the effective time of the merger, all of the outstanding shares of common stock of the Subsidiary owned by the Company shall be cancelled, and no securities of the Company or any other corporation, or any money or other property, shall be issued to the Company in exchange for such stock.

RESOLVED FURTHER, that the merger shall be effective as of December 29, 2006.

RESOLVED FURTHER, that any officer of the Company is hereby authorized and directed to make, sign and acknowledge, for and on behalf of the Company, articles of merger setting forth the foregoing Plan of Merger and such other information as required by law, and to cause such articles to be filed for record with the Secretary of State of the State of Minnesota and the Department of State of the State of Florida, in each case in the manner required by law.

RESOLVED FURTHER, that the officers of the Company, and each of them, are hereby authorized, for and on behalf of the Company, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the purpose of the foregoing resolutions.

This Written Action by Board of Directors is effective as of the date first written above.

Sheryl Bartol

Carlyle Singer

Matthew Clary

John Svoboda

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