non survivor
- 771952-88

FILED
DEC 21 2000
OREGON
SECRETARY OF STATE

ARTICLES OF MERGER

OF

CASEY JONES CORP.,
an Oregon Corporation, #771952-88

WITH AND INTO

E2E CORPORATION, #717920-80
an Oregon Corporation

Pursuant to Section 60.494 of the Business Corporation Act of the State of Oregon, e2E Corporation, an Oregon corporation ("e2E"), the surviving corporation of the merger of Casey Jones Corp., an Oregon corporation ("Casey Jones"), with and into e2E (the "Merger"), files these articles of merger with the office of the Secretary of State of the State of Oregon.

1. The Agreement and Plan of Merger. The Agreement and Plan of Merger between e2E and Casey Jones is set forth as Exhibit A and is incorporated by reference.

2. Shareholder Approval. The Merger was approved by unanimous written consent of the shareholders of Casey Jones and at a special meeting of the shareholders of e2E.

Casey Jones's sole shareholder approved the Merger as follows:

(a) One hundred (100) shares of voting common stock were outstanding and entitled to vote on the Merger.

(b) One hundred (100) shares of voting common stock voted for the Merger and no shares voted against the Merger.

e2E's shareholders approved the Merger at a special shareholders meeting on December 14, 2000, as follows:

(a) 2,290,250 shares of common stock were outstanding and entitled to vote on the Merger and there were present at the special meeting in person or by proxy shareholders owning 2,267,350 shares.

(b) 2,267,350 shares of common stock voted for the Merger and no shares were voted against the Merger.

3. Effective Date. These Articles of Merger are effective upon filing with the Secretary of State of the State of Oregon.

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