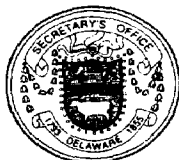


State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TRUELINK, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "TRUELINK, INC." UNDER THE NAME OF "TRUELINK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1376583

DATE: 10-04-01

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CERTIFICATE OF MERGER

OF

TRUELINK, INC., A CALIFORNIA CORPORATION

INTO

TRUELINK, INC., A DELAWARE CORPORATION

TrueLink, Inc., a Delaware corporation (the "Corporation"), does hereby certify as follows in accordance with Section 253 of the Delaware General Corporation Law:

1. The constituent business corporations participating in the merger herein certified are:

(i) TrueLink, Inc., which is incorporated under the laws of the State of California ("TrueLink, Inc. California"); and

(ii) TrueLink, Inc., which is incorporated under the laws of the State of Delaware ("TrueLink, Inc. Delaware").

2. The Corporation owns 100% of the issued and outstanding stock of TrueLink, Inc. California.

3. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, to wit, by TrueLink, Inc. California in accordance with the laws of the State of California and by TrueLink, Inc. Delaware in the same manner as is provided in Section 251 of the Delaware General Corporation Law.

4. The name of the surviving corporation in the merger herein certified is TrueLink, Inc. which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.

5. The Certificate of Incorporation of TrueLink, Inc. Delaware, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation law.

6. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 3026 South Higuera Street, San Luis Obispo, California 93401.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/30/2000
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7. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder or shareholder of each of the aforesaid constituent corporations.

8. The authorized capital stock of TrueLink, Inc. California consists of One Million (1,000,000) shares of Common Stock. The stockholder percentage vote required for the approval of the Agreement of Merger was greater than fifty percent. The Agreement of Merger in the form attached was approved by a vote of the number of shares of Common Stock which equaled or exceeded the vote required.

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

Executed on this 26th day of May, 2000.

TrueLink, Inc. Delaware

By: Karen Manson
Karen Manson, Vice President

OCOLIB1VLEB284894.00(02308.DOC)

RECORDED: 01/07/2002

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