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CERTIFICATE OF OWNERSHIP

MERGING

SITE/TECHNOLOGIES/INC.

INTO

SITE TECHNOLOGIES, INC.

FILED *ELB*
 In the Office of the Secretary of State
 of the State of California

DEC 29 2000

Bill Jones
BILL JONES, Secretary of State

I, Jeff Ait, the Chief Executive Officer and Secretary of Site Technologies, Inc., do hereby certify:

1. That I am the Chief Executive Officer and Secretary of this corporation.
2. That this corporation is duly organized and existing under the laws of the State of California, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.
3. That this corporation owns 100 percent of the outstanding shares of site/technologies/inc. a corporation duly organized and existing under the laws of the State of Delaware, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.
4. That the following resolution was duly adopted and approved by the board of directors of this corporation:

RESOLVED, that Site Technologies, Inc. merge, and it hereby does merge into itself, site/technologies/inc., its subsidiary, and assumes all of its obligations pursuant to Section 1110 of the California Corporations Code.

The undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed this twenty-first day of December, 2000.


 Jeff Ait
 Chief Executive Officer and Secretary