

State of Idaho

Department of State

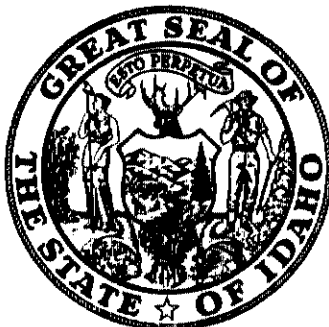
CERTIFICATE OF INCORPORATION OF

MASHED POTATOES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 29, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

MASHED POTATO'S, INC.

JUN 25 3 41 PM '93
SECRETARY OF STATE

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is **MASHED POTATO'S, INC.**

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is for the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 1,000 with a par value of \$1.00 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

The location of the initial registered office of the corporation is P.O. Box 5805, Ketchum, Idaho 83340 and the name of its initial registered agent at such address is Lowry Smith. (Bavarian Village, Apt. 2D, 110 Rember St, Ketchum)

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SEVENTH

The number of directors constituting the initial Board of Directors is 2, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

Name

Address

Steve Inch
Lowry Smith

2525 S. Swallowtail Lane, Boise, ID 83706
P.O. Box 5805, Ketchum, ID 83340

EIGHTH

The name and address of the incorporator is as follows:

Bradley G. Andrews
300 North Sixth Street
Post Office Box 1368
Boise, Idaho 83701

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of June 1993.

Bradley G. Andrews