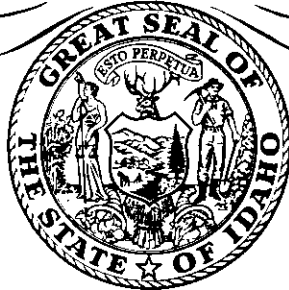


State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

EARLYBIRD BEDDING & BAIT CO.

was filed in the office of the Secretary of State on the **Twelfth** day of **April,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **12th** day of **April**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION OF EARLYBIRD BEDDING & BAIT CO.

We, the undersigned, being three natural persons of full age, all of whom are citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho.

1. The name of the corporation shall be
EARLYBIRD BEDDING & BAIT CO.

2. The purposes of the corporation are to engage in the business of growing, manufacture, sale, and distribution of bait and connected products, and to engage in the business of development, manufacture, sale, and distribution of bedding products for bait, and to do all and everything necessary, suitable, and proper for the accomplishment of any of said purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, or provided by law, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

3. The duration of this corporation is perpetual.

4. The location and post office address of the registered office of the corporation in the State of Idaho is Building 902 Gowen Field, P.O. Box 1485, Boise, Idaho.

5. The total authorized number of par value shares is five hundred (500). The aggregate par value of the total authorized number of par value shares is twenty-five thousand dollars (\$25,000.00).

6. The stock of this corporation shall be of only one class, to be known as common stock, and each share shall have full voting power.

7. The name and post office address of each of the incorporators and the number and class of shares for which each subscribes is:

<u>Number of Shares</u>	<u>Name</u>	<u>Post Office Address</u>
100	Leland G. Jenkins	3622 Red Oak Drive Boise, Idaho
100	David E. Glass	4008 Pasadena Drive Boise, Idaho
100	Warren E. Evans	1640 Tiffany San Jose, California

8. The board of directors of this corporation shall consist of not less than three, nor more than five, members, to be fixed by the by-laws. The officers of this corporation shall be a President, a Vice-President, and a Secretary-Treasurer, each of whom shall be a director of the corporation, and whose duties shall be as prescribed in the by-laws and not otherwise.

9. The shareholders of this corporation shall adopt by-laws at their first meeting, and such by-laws so adopted may thereafter be amended by the vote of 61% of the issued and outstanding shares voted by the shareholders of the corporation in person or by proxy.

10. The private property of the shareholders of the corporation shall not be subject to payment of corporate debts or obligations and the shares of the corporation shall not be subject to assessment.

Leland G. Jenkins
David E. Glass
Warren E. Evans

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

On this 11th day of April, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared LELAND G. JENKINS, DAVID E. GLASS, and WARREN E. EVANS, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Dwight F. Baker
Notary Public for the State of Idaho
Residing at Boise, Idaho