

State of Idaho

Department of State

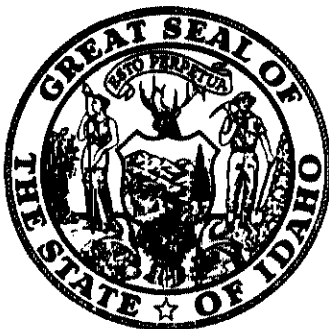
CERTIFICATE OF INCORPORATION OF

PROMAR, 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: January 7, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Bedries*

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ARTICLES OF INCORPORATION
OF
PROMAR, INC.

IDAHO SECRETARY OF STATE
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The undersigned, being natural persons of legal age and acting as incorporators of a corporation under the Idaho Business Corporations Act, Title 30, Chapter 1, Idaho Code, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is PROMAR, INC.

ARTICLE II

The period of the duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are: to distribute, market and otherwise conduct and promote business in relation to the potato market, and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares with a par value of one dollar (\$1.00) per share. There shall be one (1) class of shares, all of which shall be common shares.

ARTICLE V

The address of the initial registered office of the corporation is 520 Legion Drive, Post Office Box 50217, Idaho Falls, Idaho 83405-0217, and the name of its initial registered agent at such address is MARVIN R. STUCKI.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two (2), and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall be qualified are:

Blake Boyce

315 North 3500 South
Lewisville, ID 83431

ARTICLE VI
(continued)

Jim McSpadden

380 Byron
Shelley, ID 83274

ARTICLE VII

The names and addresses of the initial incorporators are:

Blake Boyce

315 North 3500 South
Lewisville, ID 83431

Jim McSpadden

380 Byron
Shelley, ID 83274

DATED this 5 day of January, 1994.


Blake Boyce

DATED this 5 day of January, 1994.



Jim McSpadden

STATE OF IDAHO

COUNTY OF BONNEVILLE

)
) ss.
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On this 5 day of January, 1994, before me, Lori Blenkinsop, Notary Public for the State of Idaho, personally appeared, Blake Boyce and Jim McSpadden, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.


Lori Blenkinsop
Notary Public, State of Idaho
Residing at: Idaho Falls, ID
Commission Expires: 4/28/98

(S E A L)