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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

TOP GUN PRODUCE, INC.

WE, THE UNDERSIGNED, being natural persons of full age, all of whom are natural citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a corporation under Title 30, Chapter 1, Idaho Code, and other applicable laws of the State of Idaho.

FIRST

The name of the corporation is and shall be Top Gun Produce, Inc.

SECOND

The purposes of the corporation are as follows:

To engage in all types of lawful business activity.

To market produce.

To buy and sell, export, import, lease, exchange and generally deal in real and personal property of every class and description.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise

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dispose of, to invest, trade, deal in and with goods, wares and merchandise.

To act as agents for the purchase, sale, and handling of goods, wares, merchandise and literary properties of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

To manufacture, repair, replace, produce or otherwise acquire, alter or repair merchandise of every class, nature and description, whether as principal or agent, whether now known or hereafter to be discovered or invented.

To build structures and facilities of all kinds and descriptions.

To deal in stocks, bonds, or other securities, investments' including the purchase and sale of the same, and in particular to purchase and sell, deal in or trade stocks issued by this corporation, and to acquire its own stock in such manner and upon such terms and conditions as the Board of Directors may determine to be in the best interests of the corporation.

To purchase, lease, mortgage, deal in or with all and every class and kind of real estate.

To likewise do all and everything necessary, suitable and proper for the accomplishment of any of the

purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either along or in association with other corporations, firms or individuals, and to enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm association, corporation, municipality, state or government, or any subdivision or district thereof, 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 or purposes or any part of parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

THIRD

The duration of this corporation shall be perpetual.

FOURTH

The location of the registered office of the corporation in the State of Idaho is 318 East Ellis, Paul, Idaho. The post office address of the registered office of the corporation is P.O. Box 355, Paul, Idaho 83347. The name of the registered agent for the corporation is Robert T. Williams whose physical address is 165 West Adams Drive, Rupert, Idaho and whose post office address is 165 West Adams Drive, Rupert, Idaho 83350.

FIFTH

The total authorized number of shares is 1,000 having no par value. The stock of the corporation is of but one class: Common. Shares are nonassessable by or on behalf of the corporation.

SIXTH

The names and post office addresses of the incorporators, and the number of shares of stock subscribed each, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
Robert T. Williams	165 W. Adams Drive Rupert, Idaho 83350	1

Mark David Williams

148 E 100 N
Rupert, Idaho 83350

1

Nathan C. Sea

9056 Fern Creek
Louisville, KY 40291

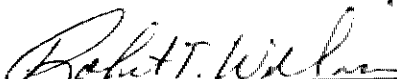
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Said persons shall also constitute the initial Board of Directors who shall serve until the first meeting of incorporators.

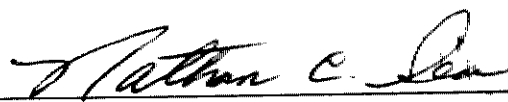
SEVENTH

The power to repeal and amend bylaws and adopt new bylaws shall rest with the shareholders by a majority vote of the shareholders.

IN WITNESS WHEREOF, the incorporators above named have signed their names this 22nd day of July, 1998.


Robert T. Williams


Mark David Williams

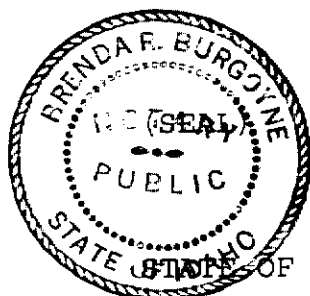

Nathan C. Sea

STATE OF IDAHO)
) ss.
County of Cassia)

On this 22nd day of July, in the year of 1998, before me the undersigned notary public in and for said state, personally appeared ROBERT T. WILLIAMS, known or identified to

me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

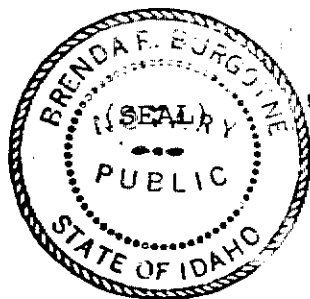


Brenda F. Burgoyne
Notary Public
Residing at Hayburn Idaho
My Commission expires 2-24-99

STATE OF IDAHO)
) ss.
County of Cassia)

On this 22nd day of July, in the year of 1998, before me the undersigned notary public in and for said state, personally appeared MARK DAVID WILLIAMS, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Brenda F. Burgoyne
Notary Public
Residing at Hayburn Idaho
My Commission expires 2-24-99

STATE OF IDAHO ^{Ky})
) ss.
County of Cassia Jefferson)

On this 13 day of July, in the year of 1998, before me the undersigned notary public in and for said state, personally appeared NATHAN C. SEA, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

(SEAL)

Violet Buey
Notary Public
Residing at 5071 S 3RD ST LOU KY 40219
My Commission expires Notary Public, State of Large, KY
My commission expires Feb. 2, 2002