



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

AMAZING GRAINS OF IDAHO, INC.

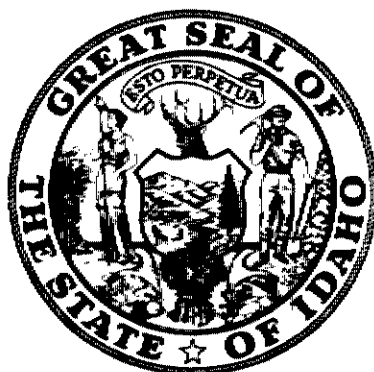
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

AMAZING GRAINS OF IDAHO, INC.

duly signed and verified 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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ **October 5** , 19 **88** .



Pete T. Cenarrusa

SECRETARY OF STATE

Aug. J. Clark

Corporation Clerk

AMENDMENT TO
RESTATED ARTICLES OF INCORPORATION

OF

RECEIVED
SECRETARY
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AMAZING GRAINS OF IDAHO, INC.

1. The name of the Corporation is Amazing Grains of Idaho, Inc.

2. The Corporation's restated articles of incorporation are amended by adding the following four articles:

EIGHTH: PREEMPTIVE RIGHTS.

Shareholders shall have no preemptive rights for any shares issued by the Corporation.

NINTH: CUMULATIVE VOTING

Shareholders shall have no rights to cumulative voting in the election the Corporation's directors.

TENTH: LIABILITY OF DIRECTORS

A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. This provision, however, shall not eliminate or limit the liability of a director:

(a) For any breach of the director's duty of loyalty to the Corporation or its shareholders;

(b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) Provided for under section 30-1-48 of the Idaho Business Corporation Act; or

(d) For any transactions from which the director derived an improper personal benefit.

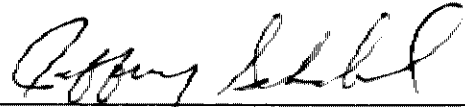
ELEVENTH: QUORUM

A quorum for any meeting of shareholders shall be one-third (1/3) of the shares entitled to vote at such meeting.

3. The date of adoption of the amendments is September 23, 1988.

4. The number of the Corporation's shares outstanding is zero (0) and the number of the Corporation's shares entitled to vote is zero (0).

5. None of the Corporation's shares have been issued and the amendment has been adopted pursuant to resolution of all of the Corporation's directors.


Jeffrey Schabel, President

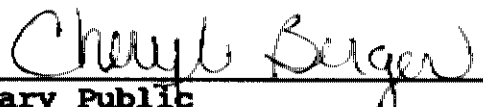

John Sheldon, Secretary

CORPORATE ACKNOWLEDGEMENT

State of MONTANA)
County of FLATHEAD) ss.

I, the undersigned, as Notary Public, hereby certify that on the 26th day of September, 1988, there personally appeared before me in the County of Flathead, State of MT, Jeffrey Schabel and John Sheldon, who being by me first duly sworn, declared that they are the persons who signed the foregoing document as President and Secretary, respectively, of the above-named Corporation, and that the statements contained therein are true.

WITNESS my hand and official seal:


Notary Public

My Commission Expires: 11-15-88

[SEAL]