

State of Idaho

Department of State

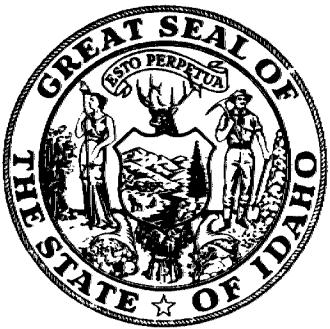
CERTIFICATE OF INCORPORATION OF

SIMPLOT CHINA, INC.
File number C 108344

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: November 17, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By Sally J. Clark

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SEC. OF STATE

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ARTICLES OF INCORPORATION
Nov 21 10 41 AM '94
SECRETARY OF STATE
OF
SIMPLOT CHINA, INC.

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:

SIMPLOT CHINA, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations 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 shares of non-assessable, common stock having no par value.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 999 Main Street, Suite 1300, Boise, Idaho 83707, and the name of its initial registered agent at such address is Ronald N. Graves.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

Stephen A. Beebe
Bill R. Daniels
L. E. Costello

ADDRESS

P. O. Box 27, Boise, Idaho 83707

NINTH: The name and address of the incorporator is:

Ronald N. Graves
P. O. Box 27
Boise, Idaho 83707

DATED: November 14, 1994.

INCORPORATOR

Ronald Graves
RONALD N. GRAVES

STATE OF IDAHO)
) ss.
County of Ada)

I, KELLINE EASON, a Notary Public, do hereby certify that on the 14th day of November, 1994, personally appeared before me, RONALD N. GRAVES, who being first duly sworn, declared that he was the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 10-13-98

