

ARTICLES OF DISSOLUTION
(General Business and Professional Corporations)

To the Secretary of State of Idaho
Pursuant to Title 30, Chapter 1 and 13, Idaho Code, the undersigned corporation has elected to dissolve.

1. The name of the corporation is: Simineo Farms, Inc.
2. The date the dissolution was authorized was December 17, 1999.
3. The dissolution was approved by the shareholders as follows:
 - a) The number of shares entitled to vote: --675
 - b) The number voting for dissolution: ----675
 - c) The number voting against dissolution: ----0
4. The dissolution shall be effective on December 17, 1999.
5. Mail or deliver to:

Office of the Secretary of State
700 West Jefferson, Basement West
PO Box 83720
Boise, ID, 83720-0080
Phone 334-2301

Max D. Harold President

FILED
JAN 7 10 57 AM '00
SECRET

CD 344-6.42.10.24
State of Idaho

IDAHO SECRETARY OF STATE

01/10/2000 09:00
CK: 340 CT: 124946 BH: 279808

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RESOLUTION

RESOLUTION OF THE STOCKHOLDERS AND BOARD OF DIRECTORS OF SIMINEO FARMS, INCORPORATED, authorizing the dissolution of the corporation.

RESOLVED, that the following plan of complete liquidation is hereby adopted;

RESOLVED, that a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions;

RESOLVED, that the Corporation shall transfer to its stockholders, in complete liquidation, cancellation, redemption and retirement of all of its shares of stock, and all of the assets of the company; this transfer in liquidation in kind of the entire assets of the company shall be made as soon as practicable, but in no event later than December 31, 1999; and

RESOLVED, that the officers of the Corporation are instructed and authorized to take all steps, to sign all papers and documents and do all things that may be necessary or proper in order to carry out the liquidation and dissolution of the corporation and fully effectuate the purposes of the foregoing resolutions;

RESOLVED, that upon compliance and completion with the procedures for dissolution of the corporation as hereinbefore set forth, that Articles of Dissolution be prepared and executed and filed with the Secretary of State of the State of Idaho, in accordance with the provisions contained in Title 30, Chapter 3 of the Idaho Code.

The undersigned hereby certifies that the foregoing is a full, true and correct copy of a resolution adopted by the stockholders and Board of Directors of the above named corporation at a meeting of said Board held on the 17 day of December at the offices of Simineo Farms, 6701 Highway 20-26, Nampa, Idaho, as appears from the records of said corporation in my custody, and that said resolution has not been revoked.

Carolyn L. (Simineo) Harrold
Carolyn L. (Simineo) Harrold,
Secretary-Treasure of Simineo
Farms, Inc.