



Department of State.

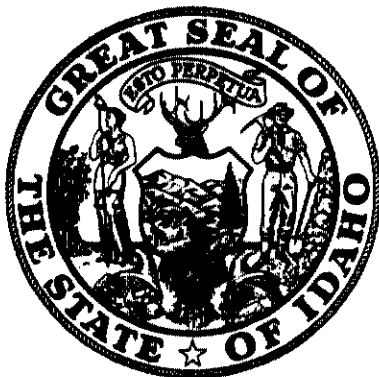
**CERTIFICATE OF INCORPORATION
OF**

PIONEER MARKETING 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: May 16, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Zabala*

92292

ARTICLES OF INCORPORATION

MAY 1 11 56 AM '98
SECRETARY OF STATE

OF

PIONEER MARKETING INC.

MAY 15 10 38 AM '98
SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is Pioneer Marketing Inc.

ARTICLE TWO

The period of the corporation's duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized is to:

- (1) Farm and market potatoes and fertilizer.
- (2) General contracting.

(3) To do all and everything necessary and proper for the accomplishment of the objectives hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation.

The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation and are in furtherance of and in addition to and not in limitation of

the general powers conferred by the laws of the State of Idaho; provided that no purpose stated above will authorize this corporation to be organized for or to transact any business in this state which is prohibited by the Idaho Business Corporation Act, as now written or as hereafter amended; and further provided that no purpose stated above will authorize this corporation to violate any other law, statute, regulation or ordinance of Idaho or the Government of the United States of America.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Two Hundred Thousand (200,000) shares of common stock with no par value.

ARTICLE FIVE

The address of the initial registered office of the corporation is Route 2 Box 134B, Rexburg, Idaho, 83440, and the name of its initial registered agent at such address is Dustel Gary Mason.

ARTICLE SIX

The corporation will not commence business until it has received for the issuance of shares consideration of the value of at least Ten Thousand Dollars (\$10,000.00) consisting of money, labor and property actually received.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is three (3), 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:

<u>Name</u>	<u>Address</u>
1. Dustel Gary Mason	Route 2 Box 134B Rexburg, ID 83440
2. Cindy Mason	Route 2 Box 134B Rexburg, ID 83440
3. Don Harshbarger	General Delivery St. Anthony, ID 83445

ARTICLE EIGHT

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
1. Dustel Gary Mason	Route 2 Box 134B Rexburg, ID 83440

DATED: This 30th day of April, 1990.


Dustel G Mason
Dustel Gary Mason

STATE OF IDAHO

County of Bonneville

)
) ss
)

I, Stephen A. Mike, a notary public, do certify that on April 30th, 1990, personally appeared before me Dustel Gary Mason, who being by me first duly sworn, declared that they are the persons acting as incorporators, and that he signed the foregoing document, and that the statements therein contained are true.


Notary Public for Idaho
My Commission Expires: 3/20/91

Frontier Feeds, Inc.

PROVIDING NEW FRONTIERS IN FEED TECHNOLOGY

RECEIVED
SEC. OF STATE

30 MAY 16 AM 9 15

P.O. Box 60
Parma, Idaho 83660
Facsimile 208-722-6686
National 800-843-5599
Northeast 800-843-5591
Midwest 800-333-5290

May 15, 1990

Pete T. Cenarrusa
Secretary of State
Statehouse - Room 203
Boise, ID 83720

Re: Pioneer Marketing Inc.

Dear Secretary:

Please be advised that my company, Pioneer Marketing and Distributing Inc., has no objection to Mr. Mason forming his corporation under the name of Pioneer Marketing Inc.

Thank you.

Sincerely,



Gary L. Rohwer
PIONEER MARKETING & DISTRIBUTING, INC.

