

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

VICKERS LAND & CATTLE, INC.

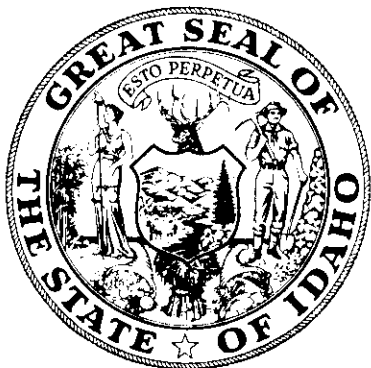
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

VICKERS LAND & CATTLE, INC.

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: October 5, 1982



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF
VICKERS LAND & CATTLE, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are full age citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of said corporation is: VICKERS LAND & CATTLE, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation is 885 Airport Road, Blackfoot, Idaho 83221, and the name of the initial registered agent at such address is ROBERT M. BISHOP.

IV.

The nature of the business and the object and purpose of this Corporation shall be as follows:

(a) To manage and operate a general ranching, farming, feed-lot operation or related business.

(b) To transact any and all lawful businesses for which corporations may be incorporated under the Idaho Business Corporations Act in the State of Idaho.

V.

That the total authorized number of par value shares of

this corporation shall be 500 each of a par value of \$100.00 and of the aggregate par value of \$50,000.00, which said shares shall be common stock and shall not be subject to assessment.

VI.

The first Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than one (1) nor more than five (5.)

The following persons are the incorporators and are named directors of the corporation to serve until their successors are elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
JAMES D. VICKERS	1579 Ann Stokes Road Greenville, Mississippi 38701	10
TERRI T. DAVES	1470 Irby Street Greenville, Mississippi 38701	-0-
PHILIP TERNEY	612 S. Washington Ave. Greenville, Mississippi 38701	10

VII.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

VIII.

No shareholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or

JAMES R. BENNETTS
ATTORNEY AT LAW
P. O. BOX 36
CHALLIS, IDAHO 83226
TEL. (208) 879-4488

any part thereof to existing shareholders.

IX.

A holder of or subscriber to shares of a corporation shall be under no obligation to the corporation or its creditors with respect to such shares other than the obligation to pay to the corporation the full consideration for which such shares were issued or to be issued.

X.

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

1) Subject to the By-Laws, if any, adopted by the shareholders, to make, alter or repeal the By-Laws of the corporation;

2) To encumber the Corporate assets, personal or real, and to guarantee the indebtedness of others, without limitation;

3) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserves; and

4) By resolution adopted by a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, including power to execute and seal documents. Such committee shall be named or designated as the Board may direct.

All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

IN WITNESS WHEREOF, The said incorporators have hereunto set their hands and seals this 2nd day of October, 1982, at Blackfoot, Idaho.

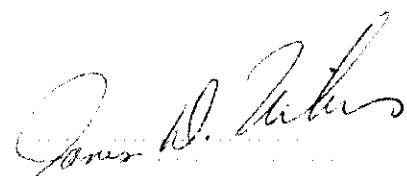
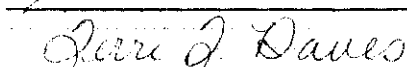
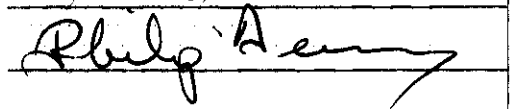
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ADDRESS

1579 Ann Stokes Road
Greenville, Mississippi 38701

1470 Irby Street
Greenville, Mississippi 38701


612 S. Washington Ave.
Greenville, Mississippi 38701

STATE OF IDAHO,)
 : ss.
County of Bingham)

On this 2nd day of October, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES D. VICKERS, TERRI T. DAVES and PHILIP TERNEY, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at: Challis, Idaho
My Com. Expires: Life

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