



Department of State

**CERTIFICATE OF INCORPORATION
OF**

PROFESSIONAL ROYAL CATFISH, INCORPORATED

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: March 7, 1988



Pete T. Cenarrusa
SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
PROFESSIONAL ROYAL CATFISH, INCORPORATED

MAR 7 1 23 PM '80
SECRETARY OF STATE

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

ARTICLE I: The name of this corporation is Professional Royal Catfish, Incorporated.

ARTICLE II: The period of duration of this corporation is perpetual.

ARTICLE III: This corporation is organized for the purpose of the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, and all other business authorized under the laws of the State of Idaho, to be conducted within and without the State of Idaho specifically including fish farming and all related fish raising, breeding, research and all other uses and purposes associated therewith.

ARTICLE IV: The aggregate number of shares of stock which the corporation shall have the authority to issue is 500,000 shares voting common stock with no par value.

ARTICLE V: This corporation is and shall be and at all times remain a subchapter S corporation for purposes of federal and state income tax laws and shall continue to meet all the requirements therefore. No transfer of stock shall be made by any shareholder which shall result in the corporation losing its subchapter S status unless all the remaining stockholders unanimously agree to such transfer.

ARTICLE VI: The address of the initial registered office of the corporation is Rt. 5 Box 5053, Buhl, Idaho 83316, and the name of its initial registered agent at such address is Kenneth S. Ellis.

ARTICLE VII: The number of directors constituting the initial board of directors of the corporation is four 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	ADDRESS
Daryl Tadlock	Rt. 5 Box 5053 Buhl, Idaho 83316
Kenneth S. Ellis	Rt. 5 Box 5053 Buhl, Idaho 83316
Alexander J. Stone	Box 2888 Tulsa, Oklahoma 74101
Jeff Stone	Box 2888 Tulsa, Oklahoma 74101

ARTICLE VIII: The name and address of each incorporator of this corporation is:

NAME	ADDRESS
Kenneth S. Ellis	Rt. 5 Box 5053 Buhl, Idaho 83316
Daryl Tadlock	Rt. 5 Box 5053 Buhl, Idaho 83316
Alexander J. Stone	Box 2888 Tulsa, Oklahoma 74101
Jeff Stone	Box 2888 Tulsa, Oklahoma 74101

ARTICLE IX: Holders of shares of common stock of this corporation shall have a pre-emptive right to acquire unissued or treasury shares, including the right to acquire any shares sold otherwise than for cash.

ARTICLE X: No stockholder shall have the right to sell, assign, transfer, pledge or otherwise dispose of any of his shares of the corporation without first offering the shares for sale in accordance with the stock purchase agreement entered into by the parties, a copy of which is filed in the office of the Secretary of the corporation and all shares of stock of the corporation shall be so endorsed.

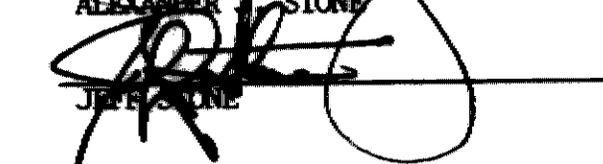
ARTICLE XI: These Article of Incorporation may be amended upon a 2/3 majority vote of the board of directors, or if required by law, by a 2/3 majority vote of the holders of shares of voting common stock of the corporation. By-Laws of the corporation may be adopted, repealed, amended or changed by 2/3 majority vote of the directors of the corporation, or if shareholder action is required by the laws of the State of Idaho, they may be repealed, amended or changed by a simple majority vote of the holders of the voting common stock of the corporation who are present at a meeting called for such purpose. The corporation may issue more stock or different classes of stock upon a 2/3 majority vote of the directors.

DATED this day of January, 1987.


KENNETH S. ELLIS


DARYL TADLOCK


ALEXANDER J. STONE


JEFF STONE