

FILED/EFFECTIVE

OCT 9 10 15 AM '01

SECRET
STATE

CERTIFICATE RELATING TO RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
DEAN FARMS, INC.

1. The restatement contains an amendment to the articles requiring shareholder approval.
2. The name of the corporation before the restatement is: Dean Farms, Inc.; The name of the corporation after the restatement is: Chase Enterprises, Inc.
3. The amendment requires exchanging the prior issue of the Company's common stock with new no par value common stock. Provisions for implementing the exchange is to redeem the one outstanding share of the Company's common stock with 5,100 shares of new no par value stock.
4. The Restated Articles of Incorporation are Effective October 15, 2001.
5. One group holding one (1) share of outstanding common stock was entitled to vote on the amendment. In this group, one (1) share was cast in favor of the amendment and no shares were cast in opposition to the amendment.

Attested to this 8 day of October, 2001


Richard C. Dean
Secretary

C 39625

**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
DEAN FARMS, INC.**

1. The Name of the Corporation is: Dean Farms, Inc.
2. The Text of the Restated Articles of Incorporation is as Follows:

**ARTICLES OF INCORPORATION
OF
CHASE ENTERPRISES, INC.
(an Idaho corporation)**

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 Chase Enterprises, Inc.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock with no par value.

FIFTH

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH

The location of the initial registered office of the corporation is 205 N. Tenth St., Suite 300, Boise, Idaho and the name of its initial registered agent at such address is Steven E. Alkire.

SEVENTH

The number of directors constituting the initial Board of Directors is one (1); and the name and address of the person who is to serve until the first annual meeting of the shareholders and until their successor(s) is(are) elected and qualified is:

NAME

ADDRESS

Richard Dean

Route 2, Box 448
Grangeville, ID 83530

EIGHTH

The name and address of the incorporator is as follows:

Steven E. Alkire
205 N. Tenth St., Suite 300
Boise, ID 83702

NINTH

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

The Board of Directors is expressly authorized to alter, amend, or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of shares of the corporation's Common Stock.

TENTH

At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

ELEVENTH

A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-833, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eleventh by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

DATED this 8 day of October, 2001.



STEVEN E. ALKIRE