

State of Idaho

Department of State

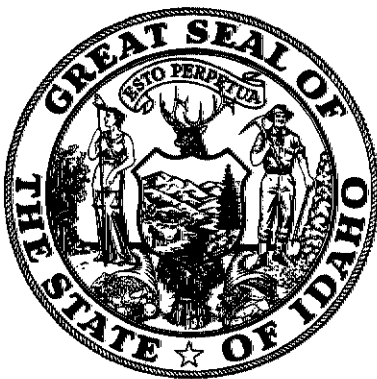
CERTIFICATE OF INCORPORATION OF

MILES PRODUCE, 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: August 29, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zavalta*

ARTICLES OF INCORPORATION

OF

MILES PRODUCE, INC.

RECEIVED
SEC. OF STATE
AUG 28 10 15 AM '89

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

ARTICLE I

NAME

The name of this corporation shall be Miles Produce, Inc.

ARTICLE II

PURPOSE

The purposes for which this corporation is organized are:

1. To engage in the business of a fresh packing potato shed, including but not limited to purchasing, sorting, packing, shipping and selling of potatoes together with anything incidental, convenient or necessary thereto.

2. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as 125 North Railroad Avenue, Sugar City, Idaho. The name of the registered agent is Ray Miles, at that address.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The capital shall be evidence by 10,000 shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

ARTICLE VI

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

<u>Name</u>	<u>Address</u>	<u>Amount of Stock Subscribed</u>
Ray or Joyce Miles	557 N. Yellowstone Hwy. Rigby, Idaho 83442	1 Share
Neils or Shelley Nieman	471 W. 4100 E. Rigby, Idaho 83442	1 Share
Randy or Sheila Reed	4092 E. 200 N. Rigby, Idaho 83442	1 Share
D. Ray Taylor	451 N. 2nd W. Rigby, Idaho 83442	1 Share

ARTICLE IX

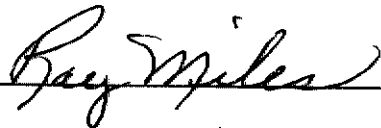
BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Ray Miles	557 N. Yellowstone Hwy. Rigby, Idaho 83442
Joyce Miles	557 N. Yellowstone Hwy. Rigby, Idaho 83442
Neils Nieman	471 W. 4100 E. Rigby, Idaho 83442
Randy Reed	4092 E. 200 N. Rigby, Idaho 83442

ARTICLE X

The incorporator of this corporation is Ray Miles at 557 N. Yellowstone Highway, Rigby, Idaho.


IN WITNESS WHEREOF, I have hereunto set my hand and seal in duplicate originals this 15th day of August, 1989.



STATE OF IDAHO)
 :SS
County of Jefferson)

On this 15th day of August, 1989, before me, the undersigned, a Notary Public in and for said state, personally appeared Ray Miles, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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


Notary Public for Idaho
Residing at Rigby, Idaho
My Commission Expires: 10/24/91