



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

BUCKEYE FARMS, INC.

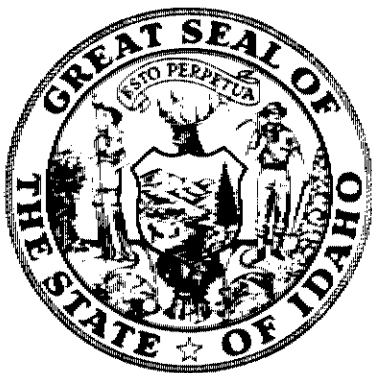
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

BUCKEYE FARMS, INC.

duly signed and verified 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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ January 5, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ORIGINAL

ARTICLES OF AMENDMENT OF
BUCKEYE FARMS, INC.

RECEIVED
SEC. OF STATE

89 JAN 5 AM 10 24

REC-11-12
98 DEC 28 PM 8 37

The undersigned officers of Buckeye Farms, Inc., organized under the Business Corporation Act, as amended, hereby certify as to the following Amendment to the corporation's Articles of Incorporation and the adoption thereof as follows:

1. TEXT OF THE AMENDMENT

The exact text of Article IV of the Articles of Incorporation now is as follows:

"Pre-Emptive Rights. The shareholders of the corporation shall not have pre-emptive rights as provided in Section 30-1-26 of the Idaho Code. However, additional shares of stock may not be issued by the corporation unless approved by the advance written consent of at least two-thirds of the then outstanding shares of the corporation. Consent of the shareholders shall not be required with regard to the ten shares of stock to be issued to DONNIE McFADDEN pursuant to the Construction Contract dated August 24, 1987, by and between Donnie McFadden and Buckeye Farms, Inc., an Idaho corporation."

2. MANNER OF ADOPTION AND VOTE

A. By written consent executed on October 7, 1988, signed by all of the members of the Board of Directors of the corporation, a resolution was adopted proposing to the shareholders of the corporation that the provisions and terms of Article IV of its Articles of Incorporation be amended to read as set forth above.

B. By written consent executed on October 7, 1988, signed by the holders of all shares of the capital stock of the corporation, the shareholders adopted said amendment.

IN WITNESS WHEREOF, the undersigned officers executed these Articles of Amendment of the Articles of Incorporation and certified to the truth of the facts herein stated, this 15th day of December, 1988.

James G. Boswell
JAMES G. BOSWELL, President

John A. Burke
JOHN A. BURKE, Secretary

STATE OF IDAHO)
)
COUNTY OF BLAINE) ss.


On this 15th day of December, 1988, before me a Notary Public, personally appeared James G. Boswell and John A. Burke, known to me to be the President and Secretary, respectively, of Buckeye Farms, Inc., the corporation that executed the foregoing document, and who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

Judith A. Spraul
NOTARY PUBLIC for Idaho
Residing at Hailey, Idaho
Commission expires 2/16/91

a:3.rcl

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

I, JUDITH A. SPROULE, a Notary Public, do hereby certify that on the 15th day of December, 1988, personally appeared before me JAMES G. BOSWELL and JOHN A. BURKE, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of BUCKEYE FARMS, INC., and that they signed the foregoing document on behalf of said corporation, and that the statements therein contained are true and correct.



NOTARY PUBLIC for Idaho
Residing at Hailey, Idaho
Commission expires 2/10/91

1.txt