

BURLEY, IDAHO

FILED

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STATE OF IDAHO


ARTICLES OF SHARE EXCHANGE OF
AG-WEST DISTRIBUTING COMPANY, INC.
AND
AG-WEST DISTRIBUTING COMPANY OF WASHINGTON, INC.,
NOW KNOWN AS
AG-WEST DISTRIBUTING COMPANY, INC.

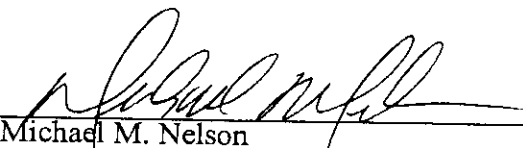
The undersigned, being all of the shareholders and directors of Ag-West Distributing Company, Inc. and Ag-West Distributing Company of Washington, Inc., adopt the following Articles of Share Exchange:

1. The plan of share exchange is attached as Exhibit A.
2. At the time of approval, the shareholders of Ag-West Distributing Company, Inc. and the numbers of shares owned by the shareholders were:

Don Allen Knopp	168,524 shares
Michael M. Nelson	168,524 shares
3. At the time of approval, the shareholders of Ag-West Distributing Company of Washington, Inc. and the numbers of shares owned by the shareholders were:

Don Allen Knopp	30,000 shares
Michael M. Nelson	30,000 shares
4. All shares of both corporations voted in favor of the plan of share exchange.
5. The name of the corporation following share exchange is Ag-West Distributing Company, Inc.
6. The effective date of the share exchange is January 1, 2004.


Don Allen Knopp


Michael M. Nelson

C111407

1 PLAN OF SHARE EXCHANGE OF
2 AG-WEST DISTRIBUTING COMPANY, INC.
3 AND
4 AG-WEST DISTRIBUTING COMPANY OF WASHINGTON, INC.,
5 NOW KNOWN AS
6 AG-WEST DISTRIBUTING COMPANY, INC.

7 Effective January 1, 2004, the directors and shareholders of AG-WEST DISTRIBUTING
8 COMPANY, INC. (Ag West) and AG-WEST DISTRIBUTING COMPANY OF WASHINGTON,
9 INC. (AGW) adopt and approve the following plan of share exchange:

10 1. The corporations that are exchanging shares are Ag West, the acquiring corporation, and
11 AGW, the corporation whose shares are being acquired.

12 2. The name of the surviving corporation shall be **Ag-West Distributing Company, Inc.**

13 3. Prior to the share exchange, the shareholders of Ag West were:

14 Don Allen Knopp	168,524 shares
15 Michael M. Nelson	168,524 shares

16 4. Prior to the share exchange the shareholders of AGW were:

17 Don Allen Knopp	30,000 shares
18 Michael M. Nelson	30,000 shares

19 5. All shares of AGW shall be exchanged for shares of Ag West, and following the exchange,
20 the shareholders of Ag West and the total outstanding shares of Ag West shall be:

21 Don Allen Knopp	168,524 shares
22 Michael M. Nelson	<u>168,524</u> shares

23 TOTAL OUTSTANDING SHARES	337,048 shares
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24 6. The directors of Ag West and AGW recommend the plan of share exchange to the
25 shareholders of Ag West and AGW.

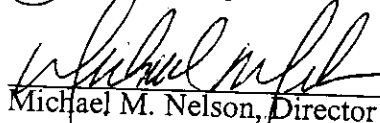
26 DATED this 23rd day of December, 2003.

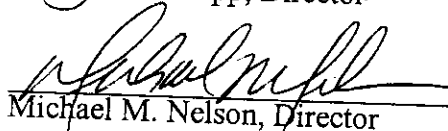
27 Ag-West Distributing Company, Inc.

28 Ag-West Distributing Company of Washington,
Inc.

29 
Don Allen Knopp, Director

30 
Don Allen Knopp, Director

31 
Michael M. Nelson, Director

32 
Michael M. Nelson, Director

CLUTCHER LAW OFFICE
BURLEY, IDAHO

APPROVAL OF SHAREHOLDERS

The undersigned being all of the Shareholders of **Ag-West Distributing Company, Inc.** and **Ag-West Distributing Company of Washington, Inc.** acknowledge receipt of notice of a meeting of each corporation stating that one of the purposes of the meeting was to consider a plan of share exchange and containing a copy or summary of the plan of share exchange. Further, the undersigned, being all of the shareholders of both corporations, approve the plan of share exchange as set forth above.

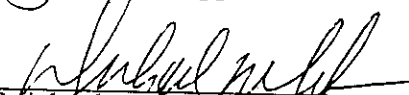
DATED this 23rd day of December, 2003.

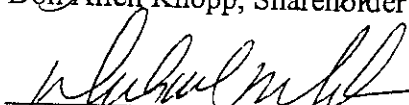
Ag-West Distributing Company, Inc.

Ag-West Distributing Company of Washington, Inc.


Don Allen Knopp, Shareholder


Don Allen Knopp, Shareholder


Michael M. Nelson, Shareholder


Michael M. Nelson, Shareholder