

FILED EFFECTIVE

ARTICLES  
OF AMENDMENT AMENDING AND RESTATING  
ARTICLES OF INCORPORATION  
OF  
CARNE I CORP.

JAN -4 PM 3:42  
SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED corporation hereby amends and restates its Articles of Incorporation dated August 2, 1999, as amended by Articles of Amendment dated September 5, 2003, in their entirety as set forth herein, pursuant to the Idaho Business Corporation Act (the "Act"):

1. Name. The name of the company is Carne I Corp. (the "Company").
2. Authorized Shares. The Company is authorized to issues One Hundred Thousand (100,000) shares of Class A Voting Shares of stock (the "Class A Shares") and One Hundred Thousand (100,000) shares of Class B Non-Voting Shares of stock (the "Class B Shares").
3. Registered Office and Agent. The registered office of the Company is 872 East Pebble Drive, Burley, Idaho 83318, and its registered agent at that address is Reed W. Gibby.
4. Corporate Purpose. The purpose for which this Company is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Act.
5. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Company managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under the Act. The number of directors constituting the board of directors shall be as set forth in the bylaws of the Company.
6. Voting. Class A Shares shall be entitled to cast one vote each on all matters to which the shareholders of the Company are entitled to vote as set forth under the Bylaws of the Company or the Act. Class B Shares shall have no voting rights. Notwithstanding anything in these Articles, the By-laws or the Act to the contrary, Class A Shares and Class B Shares shall confer identical rights to distributions, dividends and liquidation proceeds of the Company.
7. Indemnification. The Company shall indemnify the directors and officers of the Company to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than the Act permitted the Company to provide prior to such amendment).
8. Liability of Directors. The liability of a director to the Company or its shareholders for money damages for any action taken, or any failure to take any action, as a director, is hereby eliminated, except liability for:

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- entitled;
- (a) The amount of a financial benefit received by a director to which he is not entitled;
  - (b) An intentional infliction of harm on the Company or the shareholders;
  - (c) A violation of section 30-1-833, Idaho Code dealing with liability for unlawful distributions; or
  - (d) An intentional violation of criminal law.

IN WITNESS WHEREOF, the undersigned secretary of the Company has subscribed these Articles of Amendment and hereby attests that the same has been unanimously approved by the directors and the shareholders of the Company as required under the Bylaws and the Act.

  
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Reed W. Gibby, Secretary