



CERTIFICATE OF INCORPORATION
OF

C & G FOODS, INC.

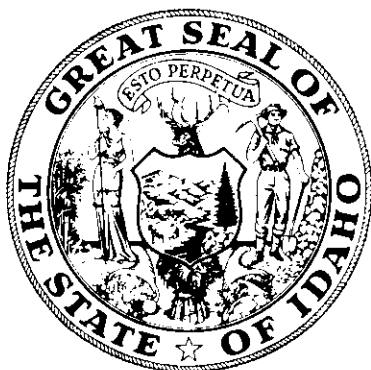
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

C & G FOODS, INC.

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: *December 28, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

SECRETARY OF
STATE & G FOODS, INC.

KNOW ALL MEN BY THESE PRESENTS that Charles M. Yoke, being of the age of eighteen (18) years or more, does hereby form a business corporation under the laws of the State of Idaho, and does hereby adopt in duplicate the following Articles of Incorporation:

ARTICLE I

Corporate Name

The name of this Corporation shall be C & G FOODS, INC.

ARTICLE II

Corporate Duration

The period of duration of this Corporation shall be perpetual.

ARTICLE III

Corporate Purposes

This Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Stock

Section 4.01 Authorized Shares. The aggregate number of shares of stock authorized and which may be issued by this Corporation is fifty thousand (50,000) shares of common stock of the par value of One and no/100 (\$1.00) Dollar per share.

Section 4.02 Preemptive Rights. The shareholders of this Corporation shall have the preemptive right to acquire additional shares of stock of this Corporation.

Section 4.03 Restriction on Transfer of Stock. No shareholder shall transfer, assign, sell, pledge, hypothecate, or otherwise dispose of the shares of stock of this Corporation or the certificates of stock representing the same, or of any interest therein, without first complying with such conditions and restrictions as may be established in the Bylaws of this Corporation and, if a Stock Purchase Agreement between this Corporation and its shareholders is then in effect, complying with such additional conditions and restrictions as may be provided therein.

ARTICLE V

Directors

Section 5.01 Number of Directors. The number of directors of this Corporation shall be fixed by the Bylaws of this Corporation; provided, however, that the number of directors shall not be less than the number required by statute.

Section 5.02 Initial Board of Directors. The number of directors constituting the initial Board of Directors of this Corporation is one (1), and the name and address of the person who is to serve as the director until the first annual meeting of the shareholders of this Corporation or until the election and qualification of such initial director's successor is: Charles M. Yoke, 4616 S. Van Marter, Spokane, WA 99206.

Section 5.03 Powers of Directors. The business, affairs and powers of this Corporation shall be managed by or under authority of the Board of Directors. In the management and control of the business and affairs of this Corporation, the Board of Directors is hereby vested with all of the powers possessed by this Corporation itself, so far as this delegation of authority is not inconsistent with the laws of the State in which this Corporation is incorporated. The power to alter, amend, or repeal the Bylaws of this Corporation, or to adopt new Bylaws shall be vested in the Board of Directors, subject to the power of the shareholders to alter, amend, or repeal any Bylaw so adopted.

ARTICLE VI

Registered Office and Agent

The address of the initial registered office of this Corporation is U.S. Highway 95 and U.S. Highway 2, Sandpoint, ID 83864, and the name of the initial registered agent of this Corporation at such address is Thomas M. Yoke.

ARTICLE VII

Incorporator

The name and address of the incorporator of this Corporation is: Charles M. Yoke, 4616 S. Van Marter, Spokane, WA 99206.

ARTICLE VIII

Ratification by Shareholders

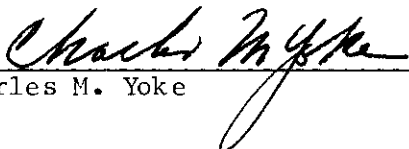
Any contract, transaction, or act of this Corporation or of the directors or of any officer of this Corporation which shall be ratified by a majority of a quorum of the shareholders of this Corporation at any meeting of shareholders shall, insofar as permitted by law, be as valid and binding as though ratified by every shareholder of this Corporation.

ARTICLE IX

Amendment

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by law. All rights of the shareholders in this Corporation are granted subject to this reservation.

IN WITNESS WHEREOF, the incorporator and the registered agent hereinabove named have hereunto set their hands in duplicate this 27th day of December, 1982.



Charles M. Yoke