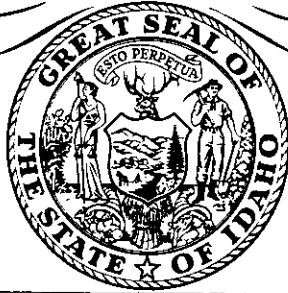


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ARTHUR GERBER, INC.

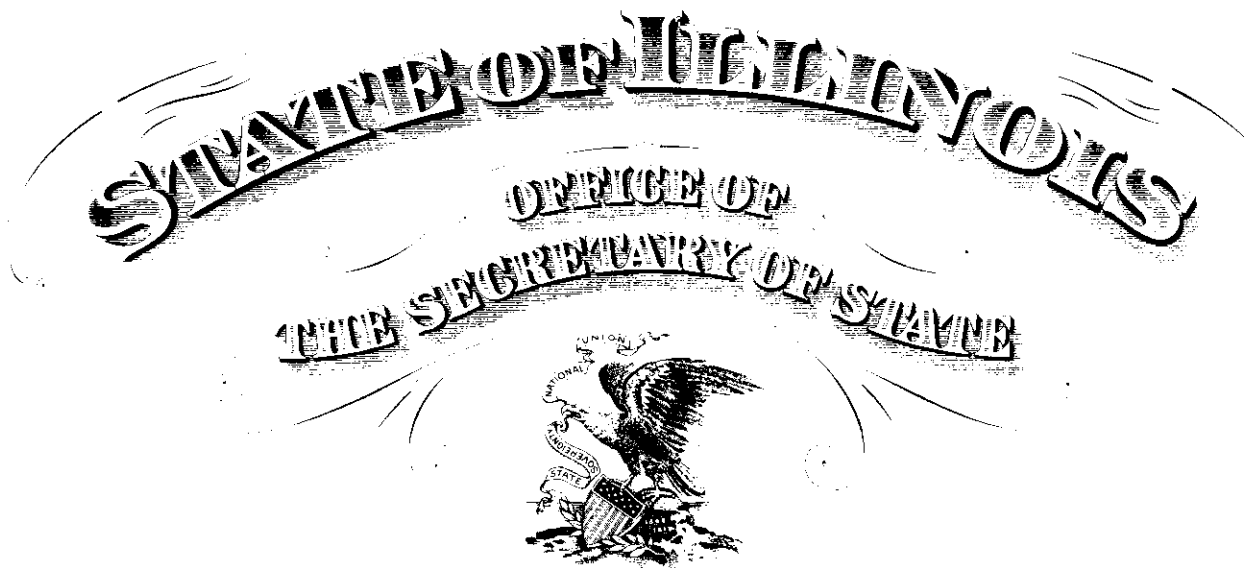
a corporation duly organized and existing under the laws of **Illinois** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twentieth** day of **March**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Twentieth** day of **March**, 19 **64**, a designation of **Paul B. Ennis** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **20th** day of **March**, A.D. 19 **64**.

Secretary of State.

Certificate Number 99508



To all to whom these Presents Shall Come, Greeting:

I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois,
do hereby certify that the following and hereto attached is a true
~~photostatic~~ copy of the Articles of Incorporation of
ARTHUR GERBER, INC.,

the original of which is now on file and a matter of record in this office.

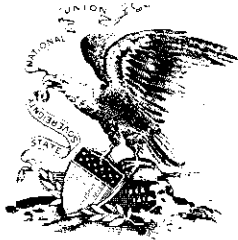
In Testimony Whereof, *I hereto set my hand and cause to*
be affixed the Great Seal of the State of Illinois,
Done at the City of Springfield this 19th
day of February AD 1964



Charles F. Carpentier

SECRETARY OF STATE

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Incorporation duly signed and verified of
ARTHUR GERBER, INC.

have been filed in the Office of the Secretary of State on the 19th
day of February A. D. 1964, as provided by "THE BUSINESS
CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.

Now Therefore, I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois,
by virtue of the powers vested in me by law, do hereby issue this certificate of
incorporation and attach thereto a copy of the Articles of Incorporation
of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
Done at the City of Springfield this 19th
day of February A. D. 1964 and
of the Independence of the United States
the one hundred and 88th.

(SEAL)

Charles F. Carpentier

SECRETARY OF STATE.

FORM B

BEFORE ATTEMPTING TO EXECUTE THESE BLANKS BE SURE TO READ CAREFULLY
THE INSTRUCTIONS ON THE BACK THEREOF.

(THESE ARTICLES MUST BE FILED IN DUPLICATE)

STATE OF ILLINOIS,

COOK COUNTY

} ss.

To CHARLES F. CARPENTIER, Secretary of State:

(Do not write in this space)

Date Paid **2-19-61**
Initial License Fee \$ **25.00**
Franchise Tax \$ **55.12**
Filing Fee \$ **2.00**
Clerk **2.**

The undersigned,

Name	Number	Street	City	State
KENT J. GERBER	4250 N. MARINE DRIVE	CHICAGO	ILLINOIS	

being one or more natural persons of the age of twenty-one years or more or a corporation, and having subscribed to shares of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under "The Business Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation hereby incorporated is: **ARTHUR GERBER, INC.**

ARTICLE TWO

The address of its initial registered office in the State of Illinois is: **Suite 1532, 33 N. La Salle St.**

Street, in the **City** of **Chicago** (Zone) **2** County of **Cook** and

the name of its initial Registered Agent at said address is: **SAMUEL B. BLANKSTEN**

ARTICLE THREE

The duration of the corporation is: **Perpetual**

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

- (a) To conduct the business commonly known as commission merchants;
- (b) To conduct the business of buying, selling and/or growing of fruits, vegetables, produce and edibles of any kind or description;
- (c) To conduct a general brokerage business in connection with the buying and selling for others of fruits, vegetables, produce, edibles and foodstuffs of any kind, nature and description;
- (d) To lend financial assistance to farmers, growers and shippers of fruits and vegetables; to make secured or unsecured loans of money to farmers, growers and shippers of produce and vegetables, to enable them, or either of them, to finance the growing, marketing and shipping of said fruits and vegetables;
- (e) To buy, sell and/or manufacture goods, wares and merchandise of any kind, character or description;
- (f) To buy, sell, own, lease, manage and mortgage real estate and to make improvements thereon;
- (g) To buy, sell and generally deal in securities of any kind, character or description;
- (h) To deal in futures and otherwise deal in commodities through any mercantile exchange or board of trade, in the name of the afore-said corporation, or in the name of any member of said corporation on its behalf.

The foregoing purposes shall not be construed to authorize the corporation to buy and sell bills of exchange or to discount bills and notes.

ARTICLE SIX

The class and number of shares which the corporation proposes to issue without further report to the Secretary of State, and the consideration (expressed in dollars) to be received by the corporation therefor, are:

Class of shares	Number of shares	Total consideration to be received therefor:
Common	500	\$ 50,000.00
		\$

ARTICLE SEVEN

The corporation will not commence business until at least one thousand dollars has been received as consideration for the issuance of shares.

ARTICLE EIGHT

The number of directors to be elected at the first meeting of the shareholders is:.....**Three**.....

ARTICLE NINE

PARAGRAPH 1: It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be \$.....

PARAGRAPH 2: It is estimated that the value of the property to be located within the State of Illinois during the following year will be \$.....

PARAGRAPH 3: It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be \$.....

PARAGRAPH 4: It is estimated that the gross amount of business which will be transacted at or from places of business in the State of Illinois during the following year will be \$.....

NOTE: If all the property of the corporation is to be located in this State and all of its business is to be transacted at or from places of business in this State, or if the incorporators elect to pay the initial franchise tax on the basis of its entire stated capital and paid-in surplus, then the information called for in Article Nine need not be stated.

✧ Incorporators

NOTE: There may be one or more incorporators. Each incorporator shall be either a corporation, domestic or foreign, or a natural person of the age of twenty-one years or more. If a corporation acts as incorporator, the name of the corporation and state of incorporation shall be shown and the execution must be by its President or Vice-President and verified by him, and the corporate seal shall be affixed and attested by its Secretary or an Assistant Secretary.

OATH AND ACKNOWLEDGMENT

STATE OF ILLINOIS

Cook

County

55.

Rich E. Marshall

A Notary Public, do hereby certify that on the 18th day of February, 1964

KENT J. GERBER

personally appeared before me and being first duly sworn by me acknowledged the signing of the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Place
(NOTARIAL SEAL)
Here

Notary Public

FORM B

ARTICLES OF INCORPORATION

ARTHUR GERBER, INC.

The following fees are required to be paid at the time of issuing certificate of incorporation: *Filing fee*, \$20.00; *Initial license fee* of 50¢ per \$1,000.00 or 1/20 of 1% of the amount of stated capital and paid-in surplus of the corporation proposes to issue without further report (Article Six); *Franchise tax* of 1/20 of 1% of the *issued*, as above noted. However, the minimum *annual franchise tax* is \$10.00 and varies monthly on \$20.00 or less, as follows: January, \$15; February, \$14.17; March, \$13.34; April, \$12.50; May, \$11.67; June, \$10.84; July, \$10.00; Aug., \$9.17; Sept., \$8.34; Oct., \$7.50; Nov., \$6.67; Dec., \$5.84; (See Sec. 133, BCA).

In excess of \$20,000 the *franchise tax* per \$1,000.00 is as follows: Jan., \$.075; Feb., .7084; March, .6667; April, .625; May, .5834; June, .5417; July, .50; Aug., .4584; Sept., .4167; Oct., .375; Nov., .3334; Dec., .2917. All shares issued in excess of the amount mentioned in Article Six of this application must be reported within 60 days from date of issuance thereof, and the corporation is subject to a penalty of 1% for each month on the amount until reported and subject to a fine of not to exceed \$500.00.

The same fees are required for a subsequent issue of shares except the filing fee is \$1.00 instead of \$20.00.