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AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ALLEN NOBLE FARMS, INC.

ARTICLES OF AMENDMENT of the Articles of Incorporation of Allen Noble Farms, Inc., are hereby executed by said Corporation as follows:

1. The name of the Corporation is Allen Noble Farms, Inc.
2. The amendment to the Articles of Incorporation of said Corporation is the following:

Article VI thereof is deleted and the following is substituted thereof:

VI

The capital stock of this Corporation shall be divided into five hundred thousand (500,000) aggregate shares, of which four hundred and ninety thousand (490,000) shares of no par value per share shall be designated non-voting common shares and ten thousand

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(10,000) shares of ten dollar (\$10) par value per share shall be designated voting common shares, making an authorized aggregate capitalized stock at par value of one hundred thousand dollars (\$100,000).

Each share of voting common stock shall have the same rights, privileges and voting power and each share of non-voting common stock shall have the same rights and privileges as each other share of both voting and non-voting common stock and shall be non-assessable, except that shares of non-voting common stock shall not be entitled to vote.

3. The date of the adoption of said amendment by the shareholders of the Corporation was February 17, 1999.

4. The number of shares of Allen Noble Farms, Inc. outstanding is six thousand (6,000) shares of common stock. All of those shares were entitled to vote on the amendment.

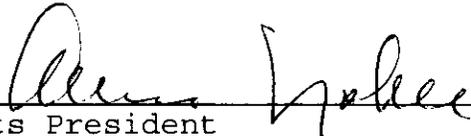
5. In accordance with Idaho Code § 30-1-1006, the number of shares voted for and against said amendment, respectively, were as follows:

For Amendment 6,000 shares

Against Amendment No shares

DATED this 17th day of February, 1999.

ALLEN NOBLE FARMS, INC.

By 
Its President

Attest:


W. H. Reynolds

"Secretary"

STATE OF IDAHO)
 : ss.
County of Ada)

On this 17th day of February, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared, Allen T. Noble, President of Allen Noble Farms, Inc., an Idaho corporation, known or identified to me to be the entity whose name is subscribed in the instrument, and acknowledged to me that he, on behalf of Allen Noble Farms, Inc. executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho

My Commission expires: 11/4/03

(SEAL.)