

State of Idaho

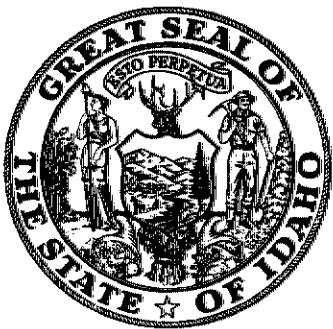
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of NORTH VALLEY MILK, INC., an Idaho corporation, file number C 92777, into 4 BROS. DAIRY, INC., an Idaho corporation, file number C 83266, duly executed 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: July 10, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By Tonya Herold

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER

KNOW ALL MEN BY THESE PRESENTS, that 4 BROS. DAIRY, INC., and NORTH VALLEY MILK, INC., both Idaho Corporations, have merged with the surviving corporation being 4 BROS. DAIRY, INC. In support thereof, it is respectfully shown that:

ARTICLE I

The plan of merger is as follows:

1. The names of the corporation to be merged are 4 BROS. DAIRY, INC., and NORTH VALLEY MILK, INC., both Idaho Corporations.

2. 4 Bros. Dairy, Inc. is the corporation into which they shall be merged and is the surviving corporation.

3. The shareholders of North Valley Milk, Inc., and the amount of shares held by each of them, are as follows:

Jerome Fitzgerald	-	100
Andrew Fitzgerald	-	100
Clement Fitzgerald	-	100

There is only one class of common stock in North Valley Milk, Inc.

4. The shareholders of 4 Bros. Dairy, Inc., and the amount of shares held by each shareholder are as follows:

Jerome Fitzgerald	-	38
Andrew Fitzgerald	-	38
Clement Fitzgerald	-	38

5. Each share of stock held by shareholders in North Valley Milk, Inc., shall be endorsed in blank and delivered to 4 Bros. Dairy, Inc. 4 Bros. Dairy, Inc. shall issue to each shareholder of North Valley Milk, Inc. one (1) share of stock in 4 Bros. Dairy, Inc. for every share of stock North Valley Milk, Inc. endorsed and delivered. There is only one class of common stock in each of the corporations. Thereupon, North Valley Milk, Inc. will file Articles of Dissolution and be dissolved, with its assets being owned by 4 Bros. DAIRY, INC. and its liabilities assumed by that corporation.

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6. No changes in the Articles of Incorporation of 4 Bros. Dairy, Inc., will be required because of the merger.

7. The merger shall become effective upon the issuance of a certificate of merger by the Secretary of State.

8. This plan of merger shall be submitted to a vote of approval by the shareholders of the Corporations at special meetings called for that purpose.

ARTICLE II

The number of shares outstanding for 4 Bros. Dairy, Inc. are 114. The number of shares outstanding for North Valley Milk, Inc. are 300.

ARTICLE III

At a meeting of the shareholders of 4 Bros. Dairy, Inc., held the 3rd day of July, 1996, 114 shares were voted in favor of the plan of merger and 0 shares against. At a meeting of the shareholders of North Valley Milk, Inc., held the 3rd day of July, 1996, 300 shares were voted in favor of the plan of merger and 0 shares against.

DATED this 3rd day of July, 1996.

4 BROS. DAIRY, INC.

By: *Jerome Fitzgerald*
JEROME FITZGERALD, President

NORTH VALLEY MILK, INC.

By: *Clement Fitzgerald*
CLEMENT FITZGERALD, President

STATE OF IDAHO)
ss:
County of Jerome)

On this 3rd day of July, 1996, before me, the undersigned, a Notary Public in and for said County and State, personally appeared JEROME FITZGERALD, known to me to be the President of 4 BROS. DAIRY, INC., and whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

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



NOTARY PUBLIC for Idaho
Residing at Jerome, Idaho
Commission Expires: 2/9/99

STATE OF IDAHO)
ss:
County of Jerome)

On this 3rd day of July, 1996, before me, the undersigned, a Notary Public in and for said County and State, personally appeared CLEMENT FITZGERALD, known to me to be the President of NORTH VALLEY MILK, INC., and whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

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



NOTARY PUBLIC for Idaho
Residing at Jerome, Idaho
Commission Expires: 2/9/99