

96049-5753

State of Idaho

Department of State

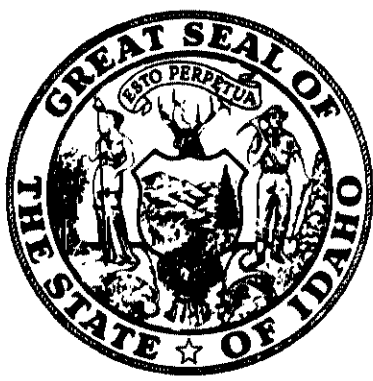
CERTIFICATE OF AUTHORITY OF

WILLIAMS INLAND DISTRIBUTORS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WILLIAMS INLAND DISTRIBUTORS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to WILLIAMS INLAND DISTRIBUTORS, INC. to transact business in this State under the name WILLIAMS INLAND DISTRIBUTORS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated August 12, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Zabala
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is Williams Inland Distributors, Inc. 91 JUL 26 AM 9 12

2. The name which it shall use in Idaho is same as above

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Washington

4. The date of its incorporation is May 16, 1991 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is No. 1411 Cannon Street, Spokane, WA 99210

6. The address to which correspondence should be addressed, if different from that in item 5. c/o Dryer's Ice Cream, PO Box 5287, Spokane, Washington 99205

7. The street address of its proposed registered office in Idaho is c/o Holden, Kidwell, Hahn & Crapo 702 W. Idaho, 6th Floor, Boise, ID 83702, and the name of its proposed registered agent in Idaho at that address is Corporation Service Company

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To distribute ice cream and frozen novelties.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Roger Williams</u>	<u>President & Director</u>	<u>PO Box 5287, Spokane, WA 99205</u>
<u>Mary Jo Williams</u>	<u>Secretary</u>	<u>PO Box 5287, Spokane, WA 99205</u>
_____	_____	_____
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(continued on reverse)



STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

WILLIAMS INLAND DISTRIBUTORS, INC.

I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above - named profit corporation was incorporated under the laws of the State of Washington and was issued a certificate of incorporations in Washington on May 16, 1991.

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date: July 10, 1991

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

E. Kelly