

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

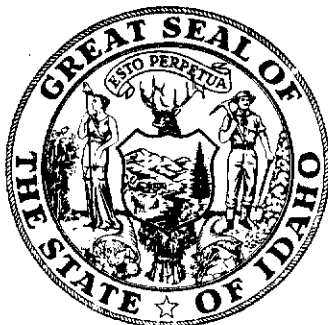
SHOESOLE FARMS, INC.

File number C 117585

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 the above named corporation, 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 27, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa A. Hartley*

Dec 21 8 37 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
SHOESOLE FARMS, INC.

The undersigned incorporators set forth the following
Articles of Incorporation of Shoesole Farms, Inc.:

ARTICLE 1

NAME

The name of the corporation is Shoesole Farms, Inc.

ARTICLE 2

DURATION

The period of duration of the corporation shall be
perpetual.

ARTICLE 3

PURPOSE

The purpose for which the corporation is organized is
the transaction of any and all lawful business for which
corporations may be incorporated under the Idaho Business
Corporation Act.

ARTICLE 4

NUMBER OF SHARES

The corporation shall have authority to issue one
million (1,000,000) shares of common stock with a par value of
\$1.00 each.

IDAHO SECRETARY OF STATE
DATE 12/27/1996 0900 50252

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CK #: 13477 CUST# 3708
CORP

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ARTICLE 5

REGISTERED OFFICE AND AGENT

The initial registered office of the corporation will be located at 3245 North 4700 East, Murtaugh, Twin Falls County, Idaho and the initial registered agent located at such address is David L. Funk.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial Board of Directors are two (2) and the names and addresses of the directors who will serve until the first meeting of shareholders or until their successors are elected and qualified are as follows:

David L. Funk
3245 North 4700 East
Murtaugh, Idaho 83344

Shirlene Funk
3245 North 4700 East
Murtaugh, Idaho 83344

ARTICLE 7

INCORPORATORS

The names and addresses of the incorporators are:

David L. Funk
3245 North 4700 East
Murtaugh, Idaho 83344

Shirlene Funk
3245 North 4700 East
Murtaugh, Idaho 83344

DATED this 23 day of December, 1996.


David L. Funk


Shirlene Funk