



**CERTIFICATE OF INCORPORATION
OF**

USAGRI-CULTURE, INC.

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: *November 17, 1988*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

USAGRI-CULTURE, INC.

Nov 17 2 36 PM '88
SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is
USAGRI-CULTURE, INC.

SECOND: The period of its duration is perpetual.

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

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one million shares, all of which are to be without par value.

FIFTH: The address of the initial registered office of the corporation is #11 Bell Rapids Road, Hagerman, Idaho 83332, and the name of the registered agent at such address is Wayne Seamons.

SIXTH: The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Wayne Seamons	Hagerman, Idaho
Joe Kenworthy	Hagerman, Idaho
Frank J. Knight	Hagerman, Idaho

SEVENTH: The name and address of each incorporator is :

Wayne Seamons	#11 Bell Rapids Road Hagerman, ID 83332
Joe Kenworthy	P.O. BOX 570 Hagerman, ID 83332
Frank J. Knight	P.O. Box 73 Hagerman, ID 83332

DATED this 16th day of November, 1988.

Wayne Seamons
Incorporator

Joe Kenworthy
Incorporator
Larry Knight
Incorporator

STATE OF IDAHO)
County of Gooding) ss.
~~TWIN FALLS~~)

On this 16th day of Nov., 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared WAYNE SEAMONS. known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

Georgia Lucille Clark
NOTARY PUBLIC
Residing at: Hagerman
My Commission Expires: 9-15-94

STATE OF IDAHO)
County of Gooding) ss.
~~TWIN FALLS~~)

On this 16th day of Nov., 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared JOE KENWORTHY, known to me to be the person whose name is subscribed to the within instrument, and acknowledge to me that he executed the same.

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

Georgia Lucille Clark
NOTARY PUBLIC
Residing at: Hagerman
My Commission Expires: 9-15-94

STATE OF IDAHO)
 Gooding) ss.
County of ~~ADAMS~~)

On this 16th day of Nov., 1988,
before me, the undersigned, a Notary Public in and for
said State, personally appeared FRANK J. KNIGHT, known
to me to be the person whose name is subscribed to the
within instrument, and acknowledged to me that he
executed the same.

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


NOTARY PUBLIC
Residing at: Hagerman
My Commission Expires: 9-15-94