

FILED/EFFECTIVE

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STATE OF IDAHO

**ARTICLES OF MERGER
OF
PURELY SUPREME FOODS, LLC
(A Nevada Limited Liability Company)
INTO
PURELY SUPREME FOODS, LLC
(An Idaho Limited Liability Company)**

The undersigned limited liability company, pursuant to applicable Idaho and Nevada law, does hereby certify the following:

1. That the name, address, governing law and state of organization of the constituent limited liability companies which are parties to the merger are as follows:

NAME	ADDRESS	STATE OF ORGANIZATION/ GOVERNING LAW
Purely Supreme Foods, LLC ("Merging Company")	4950 Kietzke Ln., Suite 302 Reno, NV 89509	Nevada
Purely Supreme Foods, LLC ("Surviving Company")	8 North 300 West Burley, ID 83318	Idaho

2. That the above named limited liability companies have entered into an Agreement and Plan of Merger that has been approved, adopted and executed by the Members of the constituent limited liability companies. That the Agreement and Plan of Merger is kept at the Surviving Company's principal place of business located at 8 North 300 West, Burley, Idaho 83318. That a copy of the Agreement and Plan of Merger will be furnished to any person or entity which owned an interest in the merged companies upon request and without cost by Purely Supreme Foods, LLC.

3. That the Agreement and Plan of Merger among the parties to the merger has been approved by their respective members of each of the constituent companies in accordance with applicable law, as follows:

- A. The members of the Merging Company entitled to vote on the Agreement and Plan of Merger all voted in favor of the adoption of the Agreement and Plan of Merger, and that such votes were sufficient for approval of said Agreement and Plan of Merger; and
- B. The members of the Surviving Company entitled to vote on the Agreement and Plan of Merger all voted in favor of the adoption of the Agreement and Plan of Merger.

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and that such votes were sufficient for approval of said Agreement and Plan of Merger.

4. That the name of the Surviving Company of the merger is Purely Supreme Foods, LLC, a limited liability company organized and existing under the laws of the State of Idaho.

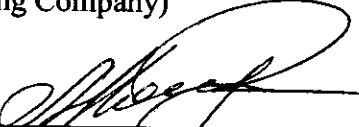
5. That the effective date of these Articles of Merger shall be the date of filing the same.

6. That the Articles of Organization of the Surviving Company are not amended by the Agreement and Plan of Merger or these Articles of Merger.

7. That the mailing address where copies of process may be mailed to the Surviving Company as required by applicable law is: Purely Supreme Foods, LLC, C/O Manager, 8 North 300 West, Burley, ID 83318.

DATED this 9 day of July, 2001.

PURELY SUPREME FOODS, LLC
(Surviving Company)

By: 
MIKHAIL GOLDENSTEIN, MANAGER

STATE OF IDAHO)
)
County of Cassia) : ss

On this 9 day of July, 2001, before me, the undersigned, a Notary Public in and for said States, personally appeared Mikhail Goldenshtein known to me to be the Manager of Purely Supreme Foods, LLC, the entity whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said company.

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

(SEAL)

LAURA K. BURNS
NOTARY PUBLIC
STATE OF IDAHO

Laura K. Burns
NOTARY PUBLIC FOR IDAHO
Residing at:
My Commission Expires: