



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

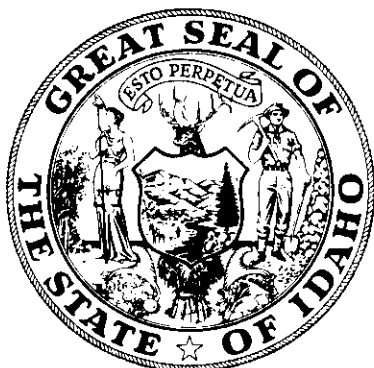
LAND & SEA FOOD CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of LAND & SEA FOOD CO.

_____ 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 LAND & SEA FOOD CO.
to transact business in this State under the name LAND & SEA FOOD CO.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated July 24, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is LAND & SEA FOOD CO.
2. *The name which it shall use in Idaho is LAND & SEA FOOD CO.
3. It is incorporated under the laws of OREGON
4. The date of its incorporation is 7-12-79 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 7701 S.W. NIMBUS, PORTLAND, OREGON 97005
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
MARKETING OF BEEF AND SEAFOOD, AND OTHER LEGAL PURPOSES.

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

Name	Office	Address
WILLIAM D. SYMONS,	PRES., TREAS. & DIR.,	7701 S.W. NIMBUS PORTLAND, OREGON 97005

GREG TERRANOVA, SECRETARY, 4411 N.E. TILLAMOOK, PORTLAND, OREGON 97213

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500	COMMON	NO PAR VALUE

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
111	COMMON	NO PAR VALUE

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 14, 1980

LAND & SEA FOOD CO.

ByX

William D. Symons
WILLIAM D. SYMONS
Its _____ President

and

Greg Teranova
GREG TERANOVA
Its _____ Secretary

STATE OF OREGON)

COUNTY OF WASHINGTON) ss:

I, Layla Aalberg, a notary public, do hereby certify that on this 14 day of July, 1980, personally appeared before me WILLIAM D. SYMONS, who being by me first duly sworn, declared that he is the PRESIDENT of LAND & SEA FOOD CO.

that he signed the foregoing document as PRESIDENT of the corporation and that the statements therein contained are true.

Layla Aalberg
Notary Public

My Commission Expires 3-3-81

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

State of Oregon

Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation and all amendments thereto of LAND & SEA FOOD CO. with the originals thereof now on file in my office; that the same are correct transcripts therefrom and of the whole thereof; that this authentication is in due form and by the proper officer; and

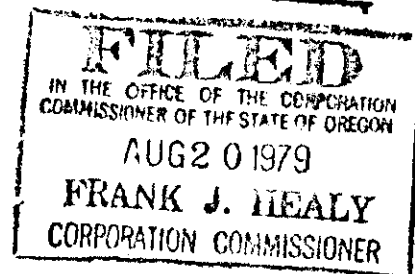
I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 17th day of July, 19 81 .



Frank J. Healy
Corporation Commissioner

By Shirley Smith



Articles of Amendment

of

LAND & SEA-FOOD CO., INC.
(Present (not new) Corporate Name)

Pursuant to ORS 57.360(1), a majority of the shareholders of the corporation entitled to vote thereon adopt the following Articles of Amendment:

1. The name of the corporation prior to this amendment is:

LAND & SEA-FOOD CO., INC.

2. The following amendment of the Articles of Incorporation was adopted by the shareholders on

July 26,, 19 79.

(The article or articles being amended should be set forth in full as they will be amended to read.)

ARTICLE I: The name of this corporation is LAND & SEA FOOD CO.
and its duration shall be perpetual.

3. Indicate total number of shares which, at time of adoption of amendment, were outstanding 100; entitled to vote thereon 100; voted for amendment 100; voted against amendment None.

4. If the shares of any class were entitled to vote on such amendment as a class, designate the number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment:

<u>Class</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Number of Shares Voted For</u>	<u>Against</u>
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5. If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein, the exchange, reclassification or cancellation shall be effected as follows:

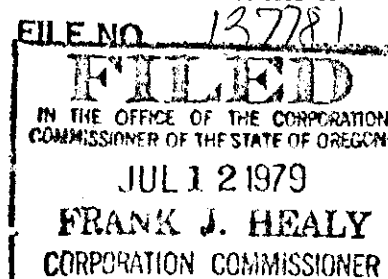
6. If amendment effects a change in amount of stated capital, the amount of stated capital as changed is \$_____. Change effected as follows:

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

x William J. Schmitt and Greg Tenenava
XP/3/79 President 8/1/79 Secretary

Dated August 1st 1979

One or more natural persons of the age of 18 years or more may incorporate a business corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of business corporations is set forth in ORS 57.306 through 57.331. See ORS 57.311 for the content of Articles of Incorporation.



Articles of Incorporation

The undersigned natural person(s) of the age of eighteen years or more, acting as incorporators under the Oregon Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I The name of this corporation is LAND & SEA-FOOD CO., INC.

(The corporate name must contain the word "Corporation", "Company", "Incorporated" or "Limited" or an abbreviation of one of such words.)

and its duration shall be perpetual.

ARTICLE II The purpose or purposes for which the corporation is organized are:

To engage in any and all lawful activity for
which corporations may be organized under
ORS Chapter 57.

(It is not necessary to set forth in the Articles any of the corporate powers enumerated in ORS 57.030 and 57.035. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity for which corporations may be organized under ORS Chapter 57"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

ARTICLE III The aggregate number of shares which the corporation shall have authority to issue is

500 shares no par value common stock

(Insert statement as to par value of such shares or a statement that all of such shares are to be without par value. If there is more than one class of stock, insert a statement as to the preference, limitations and relative rights of each class.)

ARTICLE IV The address of the initial registered office of the corporation is

8900 SW. Burnham, #F-4 Tigard, Oregon 97223
(Street and Number) (NOTE—A P.O. Box No. is not acceptable) (City and State) (Zip Code)

and the name of its initial registered agent at such address is WILLIAM D. SYMONS

ARTICLE V The number of directors constituting the initial board of directors of the corporation is one, 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:

<u>Name</u>	<u>Address</u>
	(NOTE: A P.O. BOX NUMBER IS NOT ACCEPTABLE) (Street and Number) (City and State) (Zip)
<u>WILLIAM D. SYMONS</u>	<u>8900 SW. Burnham, #F-4, Tigard, OR 97223</u>
_____	_____
_____	_____
_____	_____

ARTICLE VI The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
	(NOTE: A P.O. BOX NUMBER IS NOT ACCEPTABLE) (Street and Number) (City and State) (Zip)
<u>WILLIAM D. SYMONS</u>	<u>8900 SW. Burnham, #F-4, Tigard, OR 97223</u>
_____	_____

ARTICLE VII (Provisions for regulation of internal affairs of the corporation as may be appropriate.)

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

x William D. Symons
WILLIAM D. SYMONS

x Dated June, 19 79

**Submit articles in duplicate original with filing and license fees as listed below. Duplicate original means both copies MUST have original signatures.

If authorized shares exceed	But do not exceed	Filing Fee	License Fee	Total Fees
\$ 0	\$ 5,000	\$ 10	\$ 10	\$ 20
5,000	10,000	15	15	30
10,000	25,000	20	20	40
25,000	50,000	30	30	60
50,000	100,000	50	50	100
100,000	250,000	75	75	150
250,000	500,000	100	100	200
500,000	1,000,000	125	125	250

If the authorized shares exceed \$1,000,000, a \$200 license fee and a \$200 filing fee—totaling \$400.

To determine the amount of organization fee payable by a corporation having stock without par value, but for no other purpose, such shares of stock shall be deemed equivalent to shares having a par value of \$10 each.

File with Corporation Commissioner, Commerce Building, 158 12th Street N.E., Salem, Oregon 97310.

1 LIMITED LICENSE, AGREEMENT,

2 AND

3 INDEMNITY CONTRACT

4 This agreement entered into by and between Land & Sea,
5 Inc., a Idaho corporation, with its principal place of business
6 at Twin Falls, Idaho, and Land & Sea Food Company, Inc.*, an
7 Oregon corporation doing business in Idaho.

8 WHEREAS, Land & Sea, Inc., is a duly organized and
9 existing Idaho corporation, which is principally engaged in the
10 brokerage of trucks and the hauling of cargoes for hire; and,

11 WHEREAS, Land & Sea Food Company, Inc., is a duly
12 organized Oregon corporation, doing business in Idaho; and,

13 WHEREAS, Land & Sea Food Company, Inc., desires to
14 obtain the agreement of Land & Sea, Inc., for the use of the
15 corporate name, Land & Sea Food Company, Inc.; and,

16 WHEREAS, due to the similarity of the names of the
17 respective corporations the parties desire to enter into an
18 agreement with respect the use of the name Land & Sea Food Company,
19 Inc.

20 NOW THEREFORE, The parties covenant and agree as follows:

21 (1) LIMITED LICENSE

22 Land & Sea, Inc., for good and valuable consideration
23 received, including the mutual covenants and conditions herein
24 provided, licenses and consents to the use of the corporate name,
25 "Land & Sea Food Company, Inc." by Land & Sea Food Company. It
26 is understood and agreed that the use of such name by Land & Sea
27 Food Company shall be fully subject to all of the other terms,
28 conditions, and limitations as herein provided.

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1 vehicles, or any trailer, camper, camper shell, transportation
2 box or similar device attached, affixed, or connected to such
3 vehicles within the State of Idaho.

4 It is further understood and agreed by and between the
5 parties that Land & Sea Food Company, Inc., shall arrange to
6 have all of its telephone outlet or outlets, or exchange or
7 exchanges located in Twin Falls, County of Twin Falls, State of
8 Idaho, and within a geographic area having a radius of ninety
9 (90) miles therefrom, unlisted so as to avoid confusion and
10 deception of their respective customers and creditors.

11 (4) REMEDIES

12 It is understood by and between the parties that this
13 agreement is unique, and in the event of its breach, the nondefault-
14 ing party will not be made whole by the assessment of money
15 damages. It is understood and agreed, that in addition to any
16 money damages which may be assessed, the prevailing party shall
17 be entitled to injunctive or other equitable relief so as to
18 require and compel these specific performance of the terms of
19 this agreement. In addition, it is understood by and between the
20 parties that in the event either party is required to pursue an
21 action at law or in equity by reason of the breach hereof, or to
22 construe or interpret the terms hereof, the prevailing party
23 shall be entitled to recover his or its reasonable attorneys fees
24 and costs incurred in pursuing or defending such action, and in
25 connection with any appeals arising therefrom.

26 (5) SUCCESSORS; DURATION; ASSIGNMENT

27 It is understood and agreed that this agreement shall
28 be binding upon the heirs, assigns, successors, and trustees of

1 the respective parties, and that this agreement shall have a
2 duration equal to the period of time during which Land & Sea Food
3 Company, Inc., or any successor in interest, shall be and is
4 doing business within the State of Idaho pursuant to such or
5 similar corporate name or title.

6 It is understood and agreed that the rights arising by
7 virtue are strictly of a personal nature, and may not be sold,
8 conveyed, assigned, sublicensed, or otherwise alienated except
9 with the written consent of Land & Sea, Inc.

10 IN WITNESS WHEREOF, the parties hereto set their hands
11 and seals this 30th day of May, 1981.

12 LAND & SEA, INC.,

13
14 *Lawrence J. Golay*
15 President

16 ATTEST:

17
18 *Helen L. Golay*
19 Secretary

20 LAND & SEA FOOD COMPANY, INC.

21
22 *William J. Dymans*
23 President

24 ATTEST:

25
26 *Hog Tamarova*
27 Secretary

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