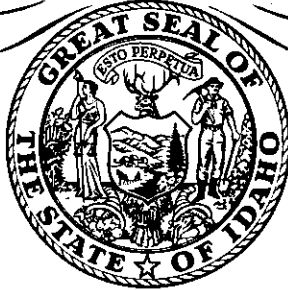


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

WORM OUT, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-third** day of **March,** 19 **62,** original articles of amendment, as provided by Sections **30-146, 30-147 and 30-149, Idaho Code, amending ARTICLE FIFTH, reclassifying stock & decreasing authorized capital to \$300,000.00,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **118** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **23rd** day of **March**,
A. D., 19 **62**.

Secretary of State

IN THE OFFICE OF THE SECRETARY OF STATE, STATE OF IDAHO

In the Matter of the Incorpora-
tion of

WORM OUT, INC.,

A domestic corporation for
profit.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the President and Secretary of Worm-Out, Inc.,
a domestic Idaho corporation, do hereby certify under oath
that at a special meeting of all of the officers, directors,
incorporators and stockholders of Worm Out, Inc., held on the
12th day of March, 1962, the Articles of Incorporation were amend-
ed in compliance with Section 30,146, Section 30, 147, Section
30-148 and Section 30-149 of the Idaho Code, and in compliance
with said laws and statutes the following proceedings were
had:

I

CONSENT TO MEETING

That before the meeting was called to order the following
waiver was signed by all of the incorporators, officers, directors
and stockholders of said corporation, said waiver and consent
being in words and figures as follows, to-wit:

"We, being all of the incorporators, all of
officers, all of the directors and all of the
stockholders of Worm Out, Inc. do hereby sign
our consent for the holding of this special
meeting, and do consent that any and all busi-
ness necessary to this corporation, may be

transacted at this special meeting and;do specifically consent that the Articles of Incorporation may be amended so as to change the stock structure of the corporation by eliminating therefrom the participating common shares so that the corporation will have but one class of shares, and do further consent to a modification of the agreement between the corporation and between Lionel Poirier, Eva Poirier, James L. Cosetti, Mary Cosetti, Vernon K. Smith and Victoria H. Smith, relative to number of shares which they shall hold in this corporation, in exchange for the formula, trade-names and rights pertaining to the product which will cause angle worms to rise to the top of the ground upon application to the ground with water.

Dated this 19th day of March, 1962.

Lionel Poirier

Eva Poirier

James L. Cosetti

Mary Cosetti

Vernon K. Smith

Victoria H. Smith

Harold W. Olsen

II

RESOLUTION AND ADOPTION

That at said meeting the following resolution was passed, which said resolution was in words and figures as follows, to-wit:

"RESOLUTION

BE :IT RESOLVED By the officers, directors, incorporators, and all of the stockholders of Worm Out, Inc., a domestic Idaho corporation, that ARTICLE FIFTH of the Articles of Incorporation, heretofore filed in the Office of the Secretary of State, State of Idaho, on the 15th day of January , 1962, relating to CAPITAL AND DESCRIPTION OF SHARES, be eliminated in its entirety, and in lieu thereof that Article Fifth be and read, in words and figures as follows, to-wit:

ARTICLE FIFTH

CAPITAL AND DESCRIPTION OF SHARES

The authorization of this corporation shall be in the sum of Three Hundred Thousand Dollars (\$300,000.00);

This corporation shall have but one class of shares of stock, which said class of stock shall be known and designated as common stock. The par or nominal value of said common shares shall be \$1.00 per share;

All shares when issued, shall have equal voting and pre-emptive rights, and when issued shall be fully paid and be non-assessable."

That also at said meeting the following resolution was passed, which said resolution was in words and figures as follows, to-wit:

"RESOLUTION

BE IT RESOLVED By the Officers, Directors, Incorporators and Stockholders of Worm Out, Inc., all of whom were present and in attendance, that the Secretary of this corporation forthwith prepare the Articles of Amendment, and cause them to be filed in the Office of the County Recorder, Ada County, State of Idaho."

III

EFFECT OF AMENDMENT

Prior to the above resolution and amendment, the capitalization of this corporation was the sum of Three Hundred Three Thousand Dollars (\$303,000.00) which was divided into two classes of stock. One class of stock was designated as common shares, and the other class of stock was designated as participating common shares. There were 3,000 common shares each having a par value of \$1.00 per share. There were 3,000 shares of the participating common stock having a par value of \$100 per share, but having a preference over the common shares in that the holders of participating

common shares were entitled to a dividend of 6% of the par value before the payment of any dividend to the common shares, and that thereafter the said participating common shares would share equally with the common shares in additional dividends. Also, the participating common shares were entitled to a preference in the event of a winding up of the corporation or a dissolution thereof whether voluntarily or involuntarily done, in which case the assets of the corporation would be first be distributed to the holders of the participating common shares to the extent of their par value, and any remaining assets would be distributed, share and share alike among the holders of common shares and the holders of the participating common shares.

After the above and foregoing Amendment, the total capitalization of this corporation shall be \$300,000.00, divided into 300,000 ^{shares,} / all of which shares shall be of one class only, to be designated as common shares. The common shares shall have a par value of \$1.00 per share, and all shares, when issued, shall have equal voting and pre-emptive rights, and shall when issued be fully paid and non-assessable.

IV

ATTENDANCE OF SHAREHOLDERS

At said meeting and at the time of the adoption of the Resolution for Amendment, there was in attendance all of the officers, all of the directors, all of the incorporators and all of the holders of stock in said corporation.

IN WITNESS WHEREOF, We, the President and Secretary of

Worm Out, Inc., have set our hands and seals to these Articles of Amendment, executed in triplicate this 23rd day of March, 1962.

WORM OUT, INC.

By

Lionel Poirier
Lionel Poirier, President

ATTEST:

Vernon K. Smith
Vernon K. Smith, Secretary

STATE OF IDAHO, }
 } ss
County of Ada, }

On this 23rd day of March, 1962, before me a Notary Public in and for said County and State, personally appeared LIONEL POIRIER and VERNON K. SMITH, known to me to be the President and Secretary, respectively, of WORM OUT, INC., and acknowledged to me that they executed the foregoing Articles of Amendment to Articles of Incorporation as the free act and deed of said corporation.

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

Edith G. Littlejohn
Notary Public for Idaho
Residence: Boise, Idaho

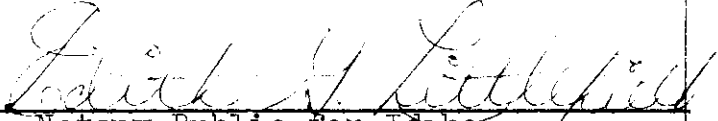
THIS IS TO CERTIFY That on the 23rd day of March, 1962, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared LIONEL POIRIER and VERNON K. SMITH,

ARTICLES OF AMENDMENT

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each known to me to be the President and Secretary, respectively, of Worm Out, Inc., and the persons whose names are subscribed to the foregoing instrument, and before me and in my presence, they acknowledged to me they executed the same as the free act and deed of Worm Out, Inc.

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


Notary Public for Idaho
Residence: Boise, Idaho