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2002 DEC 26 AM 9:50
CLERK OF DISTRICT COURT
STATE OF IDAHO

RESTATED AND AMENDED ARTICLES OF INCORPORATION

We, the undersigned, being the shareholders of GLENN PRODUCTS, INC., and desiring to restate and amend the original Articles of Incorporation of the corporation through the date of these Restated and Amended Articles of Incorporation, which last amendments were duly adopted and ratified at a meeting of said shareholders of said corporation by unanimous vote, at a meeting held on the 26th day of December, 2002, do hereby certify:

ARTICLE I

The name of the corporation is **DON'S ENTERPRISES, INC.**

ARTICLE II

The corporation is formed for the following purposes:

- a. To conduct the business of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho;
- b. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities and debentures and other evidence of indebtedness of its own and

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domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation.

- c. To conduct business in this State and other states in the United States of America, to have one or more offices or places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of the State of Idaho.
- d. To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold and purchase the assets, franchises, permits and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation.
- e. To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payments of debts, notes, agreements, contracts, and undertaking of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

- f. To do any and all other such acts, things and business in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.
- g. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to be, and hereby are, included as purposes and powers of this corporation.

ARTICLE III

The registered office and post office address of the corporation shall be:

103 East 530 South
Jerome, Idaho 83338

The name of the registered agent is DONALD W. GLENN.

ARTICLE IV

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE V

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended or adopted by the Board of Directors, subject to these Articles and the By-Laws of the corporation, shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the powers of re-enactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

ARTICLE VI

The total number of shares of all classes of stock which the corporation shall have authority to issue is 100,000, which shall be common stock, shall not be restricted, and shall have a par value of \$100.00 per share.

ARTICLE VII

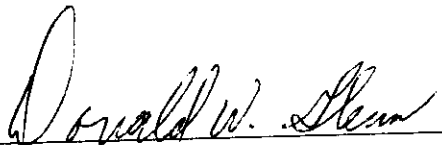
The names and post office addresses of each of the incorporators are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|---------------------------------------|
| DONALD W. GLENN | 103 East 530 South Jerome ID 83338 |
| MARIE R. GLENN | 103 East 530 South Jerome ID 83338 |

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon stockholders of this corporation are granted subject to this reservation.

DATED this 20th day of December, 2002.


DONALD W. GLENN


MARIE R. GLENN

STATE OF IDAHO)

County of Jerome ss:
)

On this 20th day of December, 2002, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DONALD W. GLENN and MARIE R. GLENN, husband and wife, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and who acknowledged to me that they executed the same.

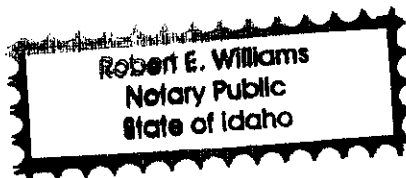
IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.

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NOTARY PUBLIC for Idaho

Residing at Tene

Commission Expires: 12/27/05



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**CERTIFICATE ACCOMPANYING RESTATED AND AMENDED
ARTICLES OF INCORPORATION**

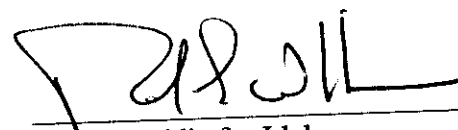
This is a Certificate Accompanying Restated and Amended Articles of Incorporation in conformance with *Idaho Code* § 30-1-1007(4) in connection with the Restated and Amended Articles of Incorporation of "Glenn Products, Inc.", a copy of which is attached hereto as **Exhibit A**, Marie R. Glenn, the Secretary of Glenn Products, Inc., certifies as follows:

- A. The Restated and Amended Articles of Incorporation contains an amendment to the First Article of the Articles of Incorporation which required Shareholder approval amending the name of the corporation to DON'S ENTERPRISES, INC. The amendment to the First Article was submitted to a vote of the Shareholders after approval by the Board of Directors of the corporation at a meeting of the Shareholders and Directors held for that purpose on the 20th day of December, 2002. There were two (2) shares issued and outstanding at the time of the meeting. At the meeting two (2) shares were voted in favor of the Amendment to the First Article and 0 shares were voted against it.
- B. The Restated and Amended Articles of Incorporation were also approved at the December 20th Directors' meeting by the same vote margin described in "A" above, 2 Directors in favor and 0 against.

Dated this 20th day of December, 2002.


MARIE R. GLENN, Secretary

SUBSCRIBED AND SWORN To before me this 20 day of December, 2002.



Notary Public for Idaho
Residing at: Tene
Comm. Expires: 1/27/05

