



CERTIFICATE OF AUTHORITY
OF

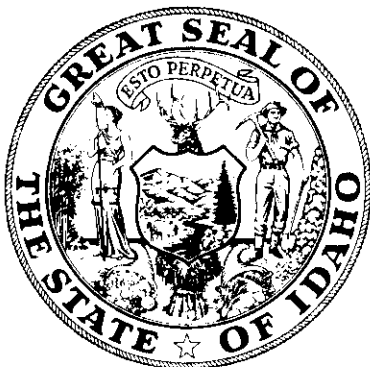
G. ARMOUR ARIZONA COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of *G. ARMOUR ARIZONA COMPANY*

_____ 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 *G. ARMOUR ARIZONA COMPANY*
to transact business in this State under the name *G. ARMOUR ARIZONA COMPANY*
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated *October 1, 1982*



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, the following statement:

1. The name of the corporation is G. Armour Arizona Company
2. *The name which it shall use in Idaho is G. Armour Arizona Company
3. It is incorporated under the laws of Arizona
4. The date of its incorporation is August 30, 1982 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 111 W. Clarendon Avenue, Phoenix, Arizona 85077
6. The address of its proposed registered office in Idaho is 300 N. 6th St., 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:
manufacture and process products principally for human and household consumption and use.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Exhibit I attached</u>		

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
<u>6,662,311</u>	<u>Common</u>	<u>\$1.00</u>
<u>478,000</u>	<u>\$4.75 Preferred</u>	<u>\$100.00</u>

(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
1,000	Common	\$1.00

<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>
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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 September 22, 19 82.

G. Armour Arizona Company

By Rudolph Jones

Its Vice President

and Carol Kotel

Its Assistant Secretary

STATE OF Arizona)
)ss:
COUNTY OF Maricopa)

I, Marie A. Burke, a notary public, do hereby certify that on this 22nd day of September, 19 82, personally appeared before me Reeder P. Jones, who being by me first duly sworn, declared that he is the Vice President-Accounting G. Armour Arizona Company

that he signed the foregoing document as Vice President-Accounting of the corporation and that the statements therein contained are true.

Mari F. Burke
Notary Public
My Commission Expires Oct. 24, 1982

* 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.

EXHIBIT I

G. ARMOUR ARIZONA COMPANY
(Incorporated in Arizona on August 30, 1982)

111 W. CLARENDON AVENUE
GREYHOUND TOWER
PHOENIX, ARIZONA 85077

TELEPHONE NO.
(602) 248-2000

OFFICERS

TITLE - ADDRESS (Same as above if not shown below)

John W. Teets	Chairman of the Board and President
David L. Duensing	Executive Vice President-Armour-Dial
Wallace L. Tunnell	Executive Vice President-Food
William T. Bennett	Vice President-Management Decision Services
Reeder P. Jones	Vice President-Accounting
L. Gene Lemon	Vice President and General Counsel
Donald E. Petersen	Vice President-Controller and Assistant Secretary
Edward J. Walsh	Vice President-International
Frederick G. Emerson	Secretary
F. Edward Lake	Treasurer
William J. Hallinan	Assistant Secretary
Carol Kotek	Assistant Secretary
Ronald G. Nelson	Assistant Treasurer
George J. Olinger	Assistant Treasurer

DIRECTORS

Ralph C. Batastini
David L. Duensing
Frank L. Nageotte
John W. Teets
Wallace L. Tunnell

STATE OF ARIZONA



Corporation Commission

To all to Whom these Presents shall Come, Greeting:

ARTICLES OF INCORPORATION

OF

G. ARMOUR ARIZONA COMPANY

STATE OF ARIZONA

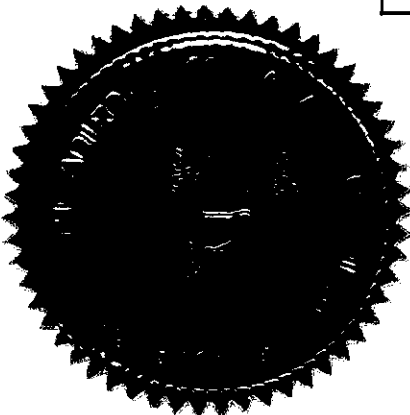
I hereby certify the annexed is a
true and complete copy of the
19 page document on file in
this Office.

DATED: SEPTEMBER 16, 1982

Timothy A. Barron
Executive Secretary

BY: CYNTHIA J. ZASO

This Certification Stamp Replaces
Our Previous Certification System.



149828

RECORDS OF THE
SECRETARY OF STATE
FOR THE STATE OF AZ.

ARTICLES OF INCORPORATION
of
G. ARMOUR ARIZONA COMPANY

NO 33 11 05 1982
Joanne Walsh
9-3

FIRST. The name of the corporation is

G. ARMOUR ARIZONA COMPANY.

SECOND. The name of its initial statutory agent is F. G. Emerson whose address is 111 West Clarendon Avenue, Phoenix, Arizona 85077.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Arizona. The character of business which the Corporation initially intends actually to conduct is to manufacture and process products principally for human and household consumption and use.

FOURTH. The total number of shares of all classes of stock which the corporation shall have authority to issue is Seven Million One Hundred Forty Thousand Three Hundred and Eleven (7,140,311) of which Four Hundred Seventy-eight Thousand (478,000) shares shall be \$4.75 Preferred Stock of the par value of One Hundred Dollars (\$100) per share, and Six Million Six Hundred Sixty-two Thousand Three Hundred and Eleven (6,662,311) shares shall be Common Stock of the par value of One Dollar (\$1) per share.

The designations, the powers, preferences and rights, and the qualifications, limitations or restrictions of the \$4.75 Preferred Stock and the Common Stock are as follows:

The \$4.75 Preferred Stock.

(1) The holders of the \$4.75 Preferred Stock shall be entitled to receive, when and as declared by the board of directors, out of any assets of the corporation legally available for dividends, cumulative dividends in cash, payable on January 15, April 15, July 15, and October 15 in each year, at the annual rate of \$4.75 per share, and no more. Such cumulative dividends shall accrue from the date of issue of the \$4.75 Preferred Stock.

(2) In the event of any liquidation, dissolution or winding up of the corporation, the holders of the \$4.75 Preferred Stock shall be entitled to receive out of the assets of the corporation available for distribution to shareholders an amount equal to \$100 per share if such liquidation, dissolution or winding up be involuntary or, if such liquidation, dissolution or winding up be voluntary, an amount equal to \$101 per share, plus, in each case, a further amount equal to all unpaid cumulative dividends on the \$4.75 Preferred Stock accrued to the date when such payment shall be made available to the holders thereof, before any distribution of assets shall be made to the holders of the Common Stock or other stock ranking junior to the \$4.75 Preferred Stock with respect to liquidation rights. After such amounts shall have been paid or irrevocably set aside for payment in full to the holders of the \$4.75 Preferred Stock, they shall be entitled to no further payment or distribution other than from any such fund irrevocably set aside. If, upon such liquidation, dissolution or winding up, the assets thus distributable to the holders of the \$4.75 Preferred Stock shall be insufficient to permit the payment to such holders of the preferential amounts aforesaid, then such assets shall be distributed ratably among the holders of the \$4.75 Preferred Stock according to the number of shares held by each.

The liquidation, dissolution or winding up of the corporation, as such terms are used in the foregoing paragraph, shall not be deemed to include any consolidation or merger of the corporation with or into any one or more other corporations, or the sale of all or any of the assets of the corporation.

(3) The \$4.75 Preferred Stock may be redeemed at any time, or from time to time, in whole or in part, at the option of the corporation, expressed by resolution of the board of directors. The redemption price per share of the \$4.75 Preferred Stock shall be \$101, plus an amount equal to all unpaid cumulative dividends accrued on the shares to be redeemed to the date fixed for redemption.

Notice of every such redemption shall be given at least thirty days prior to the date fixed for such redemption to the holders of record of the shares so to be redeemed, and shall be sufficiently given if the corporation shall cause a copy thereof to be mailed to such holders of record at their respective addresses as shown by the books of the corporation by first class mail, postage prepaid; provided, however, that the failure to mail such notice to one or more of such holders shall not affect the validity of such redemption as to the other such holders.

In case of redemption of a part only of the \$4.75 Preferred Stock at the time outstanding, the corporation shall select by lot the shares so to be redeemed. The board of directors shall have full power and authority to prescribe the manner in which the selection by lot shall be conducted and, subject to the limitations and provisions herein contained, the terms and conditions upon which the \$4.75 Preferred Stock shall be redeemed from time to time.

If such notice of redemption shall have been duly given, and if on or before the redemption date specified therein all funds

necessary for such redemption shall be and continue available for payment on and after the redemption date upon surrender of the certificates for the shares so called for redemption, then, notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, the shares so called for redemption shall on and after such redemption date no longer be deemed to be outstanding, and all rights with respect to such shares shall forthwith on such redemption date terminate, except only the right of the holders of the certificates therefor, upon surrender thereof, to receive the amount payable on redemption thereof, without interest.

If such notice of redemption shall have been duly given, or if the corporation shall have granted to the bank or trust company, hereinafter referred to, irrevocable authorization promptly to give or complete such notice, and if on or before the redemption date specified therein the funds necessary for such redemption shall have been deposited in trust for the pro rata benefit of the holders of the shares so called for redemption with a bank or trust company in good standing, designated in such notice, having capital, surplus and undivided profits aggregating at least \$25,000,000 according to its then latest published statement of condition, then, notwithstanding that such deposit shall have been made less than thirty days after the notice of redemption; and that any certificates for shares so called for redemption shall not have been surrendered for cancellation, from and after such deposit (or from and after the redemption date if such notice of redemption shall fail to state that the holders of the shares so called for redemption may receive their redemption price at any time after such deposit) all shares of \$4.75 Preferred Stock with respect to which such deposit shall have been made shall no longer be deemed to be outstanding and all rights with respect to such shares shall forthwith terminate, except only the right of the holders of the certificates therefor, upon surrender thereof, to receive

the redemption price thereof out of the funds so deposited, without interest. Any funds so deposited, and unclaimed at the end of six years from the redemption date, shall be released or repaid to the corporation, after which the certificate holders entitled thereto shall look only to the corporation for payment thereof, without interest.

The shares of \$4.75 Preferred Stock which shall have been redeemed as aforesaid shall be cancelled and shall not be reissued, and the corporation shall from time to time cause all such shares to be retired in the manner provided by law.

(4) So long as any shares of \$4.75 Preferred Stock shall be outstanding, the corporation shall, on or before September 1 in each year, beginning in the year 1983 pay to a bank or trust company (hereinafter called the Sinking Fund Agent) appointed from time to time by the corporation and being a bank or trust company meeting the requirements of Paragraph (3) of this ARTICLE FOURTH, as and for a sinking fund for the \$4.75 Preferred Stock, a sum sufficient for the redemption in such year, in accordance with the provisions of this Paragraph (4) of 6,000 shares of \$4.75 Preferred Stock (hereinafter referred to as the sinking fund payment). As and for all or any part of any sinking fund payment, the corporation may, on or before September 1 of each year, beginning in the year 1983, deliver to the Sinking Fund Agent certificates for \$4.75 Preferred Stock (which may be in cancelled form) theretofore issued by the corporation and which were repurchased by it or redeemed otherwise than through the operation of the sinking fund provided for in this Paragraph (4), and receive credit upon such sinking fund payment, with respect to a sum sufficient for the redemption, in accordance with the provisions of this Paragraph (4), of the number of shares of \$4.75 Preferred Stock so delivered. Any moneys in the sinking fund for the \$4.75 Preferred Stock on September 1 of any year shall be applied by the Sinking Fund

Agent to the redemption on October 1 of such year of shares of \$4.75 Preferred Stock at the sinking fund redemption price consisting of \$100 per share plus an amount equal to all unpaid cumulative dividends accrued to the date fixed for redemption on each share so to be redeemed. Such redemption shall be effected by lot in such manner as the Sinking Fund Agent shall determine, and the Sinking Fund Agent is authorized to effect such redemption in the name of the corporation in the manner and with the effect provided by Paragraph (3) of this ARTICLE FOURTH, except that the notice of redemption shall state that the shares are being redeemed for the sinking fund; provided, however, that if the amount of the sinking fund payment in any year shall be less than \$25,000, such amount may, at the option of the corporation, remain in the sinking fund and be applied as part of the next succeeding sinking fund payment. Shares of \$4.75 Preferred Stock which shall be delivered to the Sinking Fund Agent by the corporation as a credit upon a sinking fund payment or which shall be called for redemption through the operation of the sinking fund shall be cancelled and shall not be reissued or again delivered for credit upon any sinking fund payment, and the corporation shall from time to time cause all such shares to be retired in the manner provided by law.

If any sinking fund payments would be required at a time when dividends upon the \$4.75 Preferred Stock shall be in arrears, the corporation shall not be required to make a sinking fund payment at that time, but shall nevertheless be considered, for the purposes of this ARTICLE FOURTH, to be in default with respect to its sinking fund obligations and shall be required to make such defaulted sinking fund payment at the earliest time thereafter when dividends upon the \$4.75 Preferred Stock shall not be in arrears. Within forty days after the corporation shall have made any such defaulted sinking fund payment, the Sinking Fund Agent shall apply the same to redemption of \$4.75 Preferred Stock in the manner and at the price above in this Paragraph (4) provided.

(5) So long as any shares of \$4.75 Preferred Stock shall be outstanding, no dividends, other than dividends payable in junior stock, shall be paid or declared, nor shall any distribution be made, on any junior stock nor shall any shares of any junior stock be acquired for a consideration by the corporation or by any subsidiary, unless:

(a) Full cumulative dividends on the \$4.75 Preferred Stock for all the then past and for the then current dividend periods shall have been paid, or declared and set apart for payment, except as otherwise provided in the last sentence of Paragraph (1) of this ARTICLE FOURTH; and

(b) All sinking fund payments required by Paragraph (4) of this ARTICLE FOURTH to have been made shall have been made in full.

(6) So long as any shares of \$4.75 Preferred Stock shall be outstanding, the corporation shall not, without the affirmative vote of the holders of at least two-thirds of the shares of \$4.75 Preferred Stock at the time outstanding, given in person or by proxy, either at a special meeting called for the purpose or at any annual meeting of shareholders if appropriate notice of such proposed action is given, at which the \$4.75 Preferred Stock shall vote separately as a single class, or, alternatively, without the written consent of the holders of all the shares of \$4.75 Preferred Stock at the time outstanding:

(a) Amend or repeal any provision of or add any provision to the Articles of Incorporation, as amended, of the corporation, or take any other action, so as to alter materially any existing provision of the \$4.75 Preferred Stock; or

(b) Authorize, or increase, or issue, any class or series of any class of stock of the corporation ranking prior to the \$4.75 Preferred Stock, or increase the authorized amount of the \$4.75 Preferred Stock; provided, however, that no vote or consent of the holders of the \$4.75 Preferred Stock shall be required to issue any stock, regardless of priority, for the purpose of redeeming or otherwise retiring the \$4.75 Preferred Stock if, prior to or contemporaneously with the issuance thereof, provision has been made in accordance with the provisions of Paragraph (3) of this ARTICLE FOURTH for the redemption of all \$4.75 Preferred Stock at the time outstanding; or

(c) Sell, lease or convey all or substantially all the property or business of the corporation, or voluntarily liquidate or dissolve the corporation, or consolidate or merge the corporation with or into any other corporation; provided, however, that no such vote or consent of the holders of the \$4.75 Preferred Stock shall be required for a consolidation or merger of the corporation if each holder of shares of \$4.75 Preferred Stock immediately prior to such consolidation or merger shall, upon the occurrence thereof, possess the same or equivalent number of shares of the resulting corporation (which may be the corporation or another corporation) having substantially the same terms and provisions as the shares of \$4.75 Preferred Stock and the resulting corporation will have, immediately after such consolidation or merger, no other stock either authorized or outstanding ranking prior to or on a parity with such shares.

(7) So long as any shares of \$4.75 Preferred Stock shall be outstanding, the corporation shall not, without the affirmative vote of the holders of at least a majority of the shares of \$4.75 Preferred Stock at the time outstanding, given in person

or by proxy, either at a special meeting called for the purpose or at any annual meeting of shareholders if appropriate notice of such proposed action is given, at which the \$4.75 Preferred Stock shall vote separately as a single class, or, alternatively, without the written consent of the holders of all the shares of \$4.75 Preferred Stock at the time outstanding, authorize, or increase, or issue, any class or series of any class of stock of the corporation ranking on a parity with the \$4.75 Preferred Stock; provided, however, that no vote or consent of the holders of the \$4.75 Preferred Stock shall be required to issue any stock, regardless of parity, for the purpose of redeeming or otherwise retiring the \$4.75 Preferred Stock, if prior to or contemporaneously with the issuance thereof, provision has been made in accordance with the provisions of Paragraph (3) of this ARTICLE FOURTH for the redemption of all the \$4.75 Preferred Stock at the time outstanding.

(8) For the purposes of this ARTICLE FOURTH the term "ranking prior to" the \$4.75 Preferred Stock shall have reference to a class or series of a class of stock which is preferential to the \$4.75 Preferred Stock with respect of dividends or liquidation rights; the term "ranking on a parity with" the \$4.75 Preferred Stock shall have reference to a class or series of a class of stock which is equal to the \$4.75 Preferred Stock with respect to dividends or liquidation rights; and the term "junior stock" shall mean the Common Stock and any other class of stock of the corporation not ranking prior to or on a parity with the \$4.75 Preferred Stock.

(9) The holders of \$4.75 Preferred Stock shall have no right to vote except as otherwise herein or by statute specifically provided.

If and when the corporation shall be in default in the payment in whole or in part, of each of six quarterly dividends (whether or not consecutive) accrued on the \$4.75 Preferred Stock, whether or not earned or declared, the holders of the outstanding \$4.75 Preferred Stock, voting separately as a single class, shall become entitled to elect two directors of the corporation to serve in addition to the directors elected pursuant to ARTICLE SIXTH. Such right to elect additional directors may be exercised at any annual meeting of stockholders, or, within the limitations hereinafter provided, at a special meeting of shareholders held for such purpose. If such default shall occur more than ninety days preceding the date of the next annual meeting of shareholders as fixed by the Bylaws of the corporation, then a special meeting of the holders of the \$4.75 Preferred Stock shall be called by the Secretary of the corporation upon the written request of the holders of not less than 10% of the \$4.75 Preferred Stock then outstanding, such meeting to be held within sixty days after the delivery to the Secretary of such request. Such additional directors, whether elected at an annual or a special meeting, shall serve until the next annual meeting and until their successors shall be duly elected and qualified, unless their term shall sooner terminate pursuant to the provisions of this Paragraph (9). At any meeting for the purpose of electing such additional directors, the holders of 35% of the \$4.75 Preferred Stock then outstanding shall constitute a quorum, and any such meeting shall be valid notwithstanding that a quorum of the outstanding shares of other class or classes shall not be present or represented thereat. At the time of any such meeting at which a quorum shall be present, the number of directors constituting the whole board of directors shall be deemed to be increased by two. If a vacancy shall occur in the board of directors by reason of the death, resignation or inability to act of any such additional director, such vacancy shall be filled only by the vote of the holders of the \$4.75 Preferred Stock, voting separately as a

single class, at a special meeting of the holders of the \$4.75 Preferred Stock requested, called and held in the same manner as the special meeting hereinabove referred to. If and when all dividends in default on the \$4.75 Preferred Stock shall be paid or irrevocably set aside for payment, the right of the holders of the \$4.75 Preferred Stock as a class to elect directors shall then cease, and if any directors were elected by the holders of the \$4.75 Preferred Stock as a class, the term of such directors shall terminate, and the number of directors constituting the whole board of directors shall be reduced by the number of such additional directors. The above provisions for the vesting of such voting right in the holders of the \$4.75 Preferred Stock as a class shall apply, however, in case of any subsequent default under this Paragraph (9).

The holders of \$4.75 Preferred Stock shall not be entitled to receive notice of any meeting of shareholders at which they are not entitled to vote or consent.

Except as in these Articles of Incorporation or by statute specifically provided, the holders of the Common Stock of the corporation shall have the exclusive right to vote for the election of directors and for all other purposes. The total number of directors may be increased without any vote or consent of the holders of \$4.75 Preferred Stock.

(10) No holder of \$4.75 Preferred Stock, as such, shall have any preemptive right to subscribe to stock obligations, warrants, rights to subscribe to stock or other securities of the corporation of any kind or class, whether now or hereafter authorized.

The Common Stock.

(11) Except as provided by law or these Articles of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by him of record on the books of the corporation on all matters voted upon by the shareholders.

(12) Subject to the preferential dividend rights, if any, applicable to shares of the \$4.75 Preferred Stock and subject to applicable requirements, if any, with respect to the setting aside of sums for purchase, retirement or sinking funds for the \$4.75 Preferred Stock, the holders of Common Stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the board of directors.

(13) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of the \$4.75 Preferred Stock, holders of Common Stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The board of directors may distribute in kind to the holders of Common Stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation

of any class, shall not be deemed to be a dissolution, liquidation or winding up of the corporation for the purposes of this paragraph.

(14) Such numbers of shares of Common Stock as may from time to time be required for such purpose shall be reserved for issuance (i) upon conversion of any shares of capital stock or any obligation of the corporation convertible into shares of Common Stock which is at the time outstanding or issuable upon exercise of any options or warrants at the time outstanding and (ii) upon exercise of any options or warrants at the time outstanding to purchase shares of Common Stock.

General Provisions.

(15) At any meeting of shareholders, the presence in person or proxy of the holders of record of outstanding shares of stock of the corporation entitled to vote a majority of the votes by entitled to be voted at such meeting shall constitute a quorum for all purposes, except as otherwise provided by these Articles of Incorporation or required by applicable law.

(16) Subject to the protective conditions or restrictions of the \$4.75 Preferred Stock, any amendment to these Articles of Incorporation which shall increase or decrease the authorized capital stock of any class or classes may be adopted by the affirmative vote of the holders of a majority of the outstanding shares of the voting stock of the corporation.

(17) No holder of stock of any class of the corporation shall be entitled as a matter of right to purchase or subscribe for any part of any unissued stock of any class, or of any additional stock of any class of capital stock of the corporation, or of any bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the corporation, now or

hereafter authorized, but any such stock or other securities convertible into stock may be issued and disposed of pursuant to resolution by the board of directors to such persons, firms, corporations or associations and upon such terms and for such consideration as the board of directors in the exercise of its discretion may determine and as may be permitted by law without action by the shareholders. The board of directors may provide for payment therefor to be received by the corporation in cash, personal property, real property (or leases thereof) or services. Any and all shares of stock so issued for which the consideration so fixed has been paid or delivered, shall be deemed fully paid and not liable to any further call or assessment.

FIFTH. Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

SIXTH. Subject to the provisions of these Articles of Incorporation requiring an increase or increases in the number of directors, the number of directors constituting the Board of Directors shall be that number as shall be fixed by the Bylaws of the corporation. At each annual meeting of shareholders, directors shall be elected to hold office for a term expiring at the next succeeding annual meeting.

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the Bylaws of the corporation.

Wherever the term "board of directors" is used in these Articles of Incorporation, such term shall mean the Board of Directors of the corporation; provided, however, that, to the extent any committee of directors of the corporation is lawfully entitled to exercise the powers of the board of directors, such committee may exercise any right or authority of the board of directors under these Articles of Incorporation.

SEVENTH. (a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted, or failed to act, in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person acted, or failed to act, other than in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), but excluding judgments and fines, and, except as hereinafter set forth, amounts

paid in settlement, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted, or failed to act, in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that any person referred to in paragraphs (a) and (b) of this ARTICLE SEVENTH has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this ARTICLE SEVENTH (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said paragraphs (a) and (b). Such determination shall be made (i) by the board of directors by a majority vote of a quorum (as defined in the Bylaws of the corporation) consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable if a quorum of disinterested directors so directs, in a written opinion of independent legal counsel appointed by a majority of the disinterested directors

for that purpose, or (iii) if there are no disinterested directors, by the court or other body before which the action, suit or proceeding was brought or any court of competent jurisdiction upon the approval of an application by any person seeking indemnification, in which case indemnification may include the expenses (including attorneys' fees) actually and reasonably paid in connection with such application, or (iv) by the shareholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) of this ARTICLE SEVENTH upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as is authorized in this ARTICLE SEVENTH.

(f) The indemnification provided by this ARTICLE SEVENTH shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Notwithstanding the provisions of this ARTICLE SEVENTH, the corporation may indemnify any person referred to in paragraphs (a) and (b) of this ARTICLE SEVENTH to the full extent permitted under the laws of Arizona and any other applicable laws, now or hereafter in effect.

(g) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director,

officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this ARTICLE SEVENTH.

(h) For the purposes of this ARTICLE SEVENTH, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this ARTICLE SEVENTH with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

EIGHTH. 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 prescribed by the laws of Arizona, and all rights conferred herein upon shareholders and directors are granted subject to this reservation.

NINTH. The numbers of directors constituting its initial Board of Directors is three. The names and addresses of those persons who are to serve as such directors until the first annual meeting of shareholders, or until their successors have been elected and qualified are:

Ralph C. Batastini

111 West Clarendon Avenue
Phoenix, Arizona 85077

Frank L. Nageotte

111 West Clarendon Avenue
Phoenix, Arizona 85077

John W. Teets

111 West Clarendon Avenue
Phoenix, Arizona 85077

TENTH. The names and addresses of each of the incorporators are as follows:

F. G. Emerson

111 West Clarendon Avenue
Phoenix, Arizona 85077

L. Gene Lemon

111 West Clarendon Avenue
Phoenix, Arizona 85077.

IN WITNESS WHEREOF, we hereto affix our signatures this 27th
day of August 1982.



F. G. Emerson



L. Gene Lemon

SUBSCRIBED AND SWORN TO before me this 27th day of
August, 1982.

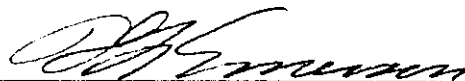
My Commission Expires Oct. 24, 1982

(Notary Expiration Date)



Notary Public

I, F. G. EMERSON, having been designated to act as statutory agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes, as amended.



F. G. Emerson