



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

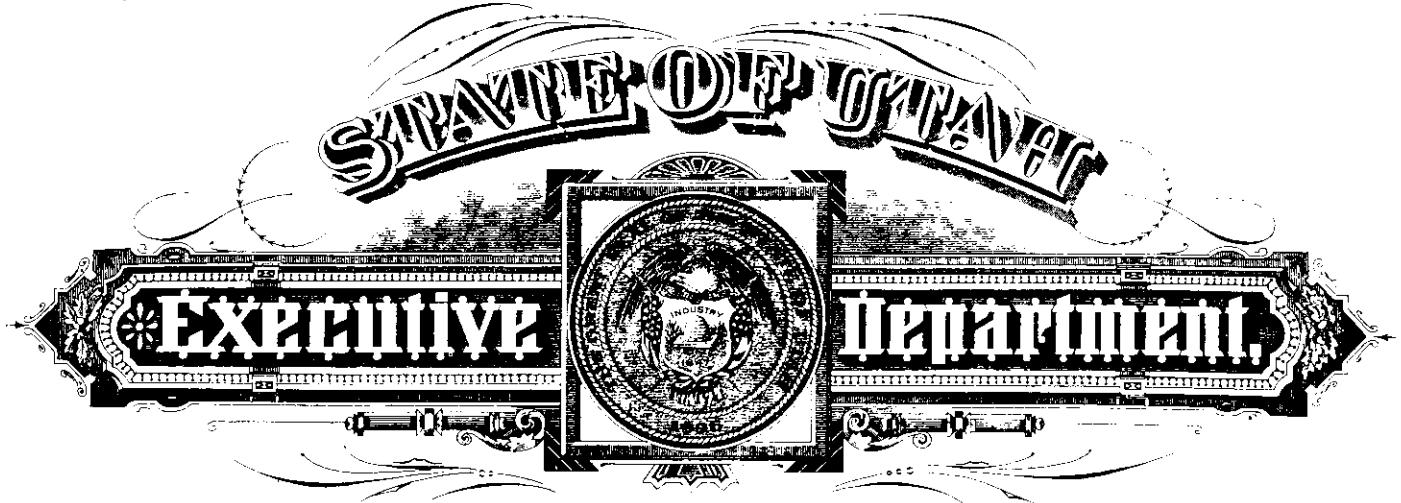
BENNETT'S

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Nineteenth** day of **June**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Nineteenth** day of **June**, 19 **64**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **19th** day of **June**, **1964**, A.D. 1964.

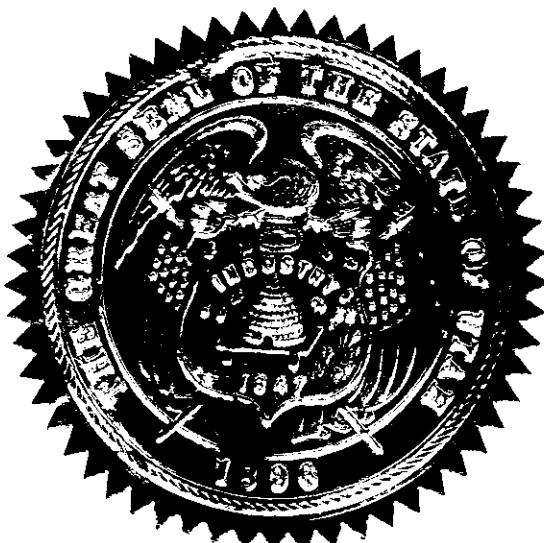
Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct
copy of the Articles of Incorporation thereto BENNETT'S

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH
AT SALT LAKE CITY, THIS thirty-first DAY OF

March 19 64

Lamont F. Toronto
SECRETARY OF STATE
Kendall L. Fathell
BY Kendall L. Fathell DEPUTY

1964 MAR 27

ARTICLES OF INCORPORATION

OF

BENNETT'S

A Utah Corporation

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, residents of the State of Utah, pursuant to the provisions of the Utah Business Corporation Act, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE I

NAME

The name of the corporation hereby formed shall be and is

BENNETT'S

ARTICLE II

DURATION

The period of its duration is perpetual unless sooner dissolved and disincorporated in accordance with law.

ARTICLE III

CORPORATE PURPOSES AND POWERS

This corporation is organized for the following purposes: For manufacturing; to buy, sell, and deal in merchandise, personal property and services of every kind, at wholesale and retail; to act as contractors; to engage generally in all lawful business pursuits; to do all things incident and/or convenient to the operation of such business without in any particular limiting any of the objectives or purposes of the corporation.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Utah, and by the principles of the common law, upon corporations organized under the provisions of law authorizing the formation of this corporation, and of the

purposes and powers hereinbefore stated, the Corporation shall also have the following purposes and powers, it being expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid general powers of the Corporation.

To do each and all things above set forth to the same extent and as fully as natural persons might do.

To acquire and to enjoy any charter, license, power, authority, franchise, concession, right or privilege, which any government or authority or any corporation or other public body may be empowered to grant.

To purchase or otherwise acquire, own and hold unlimitedly real and personal property of every kind and description, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any such property.

To acquire and carry on all or any part of the business of any company engaged in a business similar to that authorized.

To purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of, any and all copyrights, trade-marks, trade names and distinctive marks.

To act as agents, contractors, trustees, or otherwise, and either alone or in company with others, as fully and to the same extent as natural persons might or could do, and in any part of the world.

To aid other corporations or customers.

To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the company, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.

To borrow money and give security therefor.

To construct, lease, or acquire buildings useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth.

To enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in.

To indorse, guarantee and secure the payment and satisfaction of the bonds, mortgages, securities, obligations, and shares of the capital stock of other corporations, and also to guarantee the payment or satisfaction of the dividends on shares of the capital stock of other corporations, as far as and to the extent that the same may be permissible by the laws relating to Utah.

The said Corporation may perform any part of its business outside the State of Utah, in the other states, territories or possessions of the United States, and in foreign countries.

To lend money to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons.

To promote any company or companies for the purpose of acquiring all or any of the property or liabilities of the Company, or for any other purpose, which may seem directly or indirectly calculated to benefit the Company.

The Company may use and apply its surplus earnings or accumulated profits authorized by law to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its board of directors shall determine.

To purchase or hold and deal in shares of the capital stock, bonds, mortgages, debentures, and other securities of any other corporation or corporations, association or associations, and to exercise fully all rights of ownership therein.

To subdivide and dedicate land.

If and to the extent permitted by the local laws of each state and foreign country where the property may be situated, and subject always to such local laws, the company may cause or allow the legal title, estate and interest in any property or business acquired, established or carried on by the company to remain or be vested, or registered, in the names of or carried on by an individual, or any other company or companies, foreign or domestic, formed or to be formed, and either upon trust for, or as agents or nominees of this company, or upon any other terms or conditions which the board of directors may consider for the benefit of this company.

To construct, purchase, charter, lease or otherwise acquire and to hold, own, use, equip, operate and dispose of any and all means of transportation which may be necessary, useful or convenient in or about the operations or business of the said Company.

ARTICLE IV

CORPORATION STOCK

The aggregate number of shares which the Corporation shall have authority to issue shall be Fifty Thousand (50,000) of common class only, of the par value of One Dollar (\$1.00) each.

The amount of authorized common stock may be increased or decreased by an amendment of these Articles of Incorporation authorized by the affirmative vote of the holders of a majority of the common stock outstanding, without regard to class or series.

ARTICLE V

MINIMUM CAPITAL

The Corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares of stock.

ARTICLE VI

PRE-EMPTIVE RIGHTS

The shareholders of the Corporation shall have a pre-emptive right to any unissued or treasury stock of the Corporation, as the same may presently or hereafter be created and to any increase in

stock of the Corporation, or any part thereof. Any issuance, sale or disposal of the remaining stock of this Corporation for treasury shares, or any increase in stock of the corporation, or any part thereof, by the board of directors, must be first offered to the shareholders of the corporation. The pre-emptive right shall be determined on a percentage basis by the number of shares of capital stock held by each stockholder in relation to the total number of authorized shares outstanding.

ARTICLE VII

VOTING OF SHARES

Each stockholder of record entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of the common stock of the corporation owned by him, which he may cast in person or by written proxy. At each election for directors every stockholder entitled to vote at such election shall have the right to vote the number of shares owned by him for as many persons as there are directors to be elected. Cumulative voting shall not be allowed, and the candidate, or candidates receiving a majority of the votes cast shall be duly elected to office. A majority of stock outstanding and present in person or by proxy shall constitute a quorum at all stockholders' meetings.

ARTICLE VIII

REGISTERED AGENT AND ADDRESS

The address of the initial registered office of the corporation shall be and is 206 El Paso Natural Gas Building, Salt Lake City, Utah; and the name of its initial registered agent shall be and is John K. Mangum, 206 El Paso Natural Gas Building, Salt Lake City, Utah.

ARTICLE IX

NUMBER OF DIRECTORS AND OFFICERS

The number of directors of the corporation shall be not less than three (3) nor more than seven (7) as the directors shall determine. The corporation shall commence business with three (3) directors; shall have a president, one or more vice-presidents, secretary and treasurer.

ARTICLE X
INITIAL DIRECTORS AND OFFICERS

The names and addresses of the directors and officers who shall manage and conduct the business and affairs of the corporation and the names and addresses of the individuals constituting the initial board of directors until the first annual meeting of shareholders or until their successors be elected and qualified are as follows:

John K. Mangum - President and Director
206 El Paso Natural Gas Building
Salt Lake City, Utah

F. S. Prince - Vice-President and Director
206 El Paso Natural Gas Building
Salt Lake City, Utah

J. R. Mulliner - Secretary-Treasurer and Director
206 El Paso Natural Gas Building
Salt Lake City, Utah

ARTICLE XI

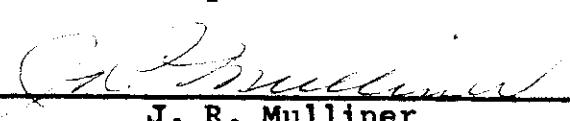
RESERVATION OF RIGHT TO AMEND ARTICLES OF INCORPORATION

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 law, and all the provisions of these Articles of Incorporation and all rights and powers conferred by these Articles of Incorporation on stockholders, directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, we, John K. Mangum, F. S. Prince and J.R. Mulliner, being all of the incorporators, hereunto set our hands and seals this 31 day of March, 1964.

John K. Mangum
206 El Paso Natural Gas Building
Salt Lake City, Utah


F. S. Prince
206 El Paso Natural Gas Building
Salt Lake City, Utah


J. R. Mulliner
206 El Paso Natural Gas Building
Salt Lake City, Utah

STATE OF UTAH

COUNTY OF SALT LAKE

} ss.

L. Russell, a notary public, hereby
certify that on the 31 day of March, 1964, personally
appeared before me John K. Mangum, F. S. Prince and J. R. Mulliner,
who being by me first duly sworn, severally declared that they are
the persons who signed the foregoing document as incorporators and
that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 31 day of March, 1964.

L. Russell
Notary Public

Residing at Salt Lake City, Utah