



CERTIFICATE OF INCORPORATION
OF

AG-TECH, INC.

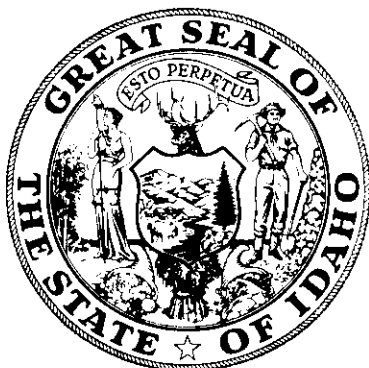
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

AG-TECH, INC.

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: ~~February~~ 9, 1983



SECRETARY OF STATE

by: _____

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

OF

AG-TECH, INC.

KNOW ALL MEN BY THESE PRESENTS: The undersigned, being natural person of full age and citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereof, does hereby certify as follows:

FIRST: The name of the corporation is Ag-Tech, Inc.

SECOND: The purposes and objects for which the corporation is formed is to engage in any and all lawful business purpose including, but not limited to purchase, sale, brokerage leasing and handling of all agricultural chemicals, fertilizers, seed, feed, supplies and all other personal properties and services incident to or in support of agricultural operations, and all other lawful business activities, including but not limited to the following:

To acquire, hold, possess and own patents, improvements and franchises, or to acquire licenses under such patent for the

manufacture and sale of any and all machinery or improvement thereon or articles of any nature, and to beneficially use rights under such patents by vending said patents or rights or licenses thereunder.

To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations.

To acquire, own, hold, lease, build and/or erect any and all buildings, structures, and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge, and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to dispose of, sell, lease, assign, transfer, mortgage, pledge, and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures

and other evidence of indebtedness of other corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of the corporation; and also to have all of the powers and authority authorized or provided for by Section 30-114 of the Idaho Code Annotated, as amended; and

To exercise and perform any and all of the hereinbefore mentioned and described powers, objects and matters, withn and/or without the State of Idaho

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post office address of the

registered agent is William R. Guhrke, 3167 Bonview Drive, Boise, Idaho 83702.

FIFTH: The amount of capital stock of this corporation shall be and is 5,000 shares of stock of the par value of \$1.00 each, making an aggregate stock of \$5,000 which stock shall not be issued until fully paid for and once so issued shall be non-assessable.

SIXTH: The name and post office address of the incorporators and members of the First Board of Directors and subscribers to one share of stock will be Carl J. Nelson, 315 Jackson Street, American Falls, Idaho 83211 and William R. Guhrke, 3167 Bonview Drive, Boise, Idaho 83702.

SEVENTH: The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH: The number of Directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws or in accordance with Section 30-1-36,

Idaho Code. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

NINTH: Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

TENTH: A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

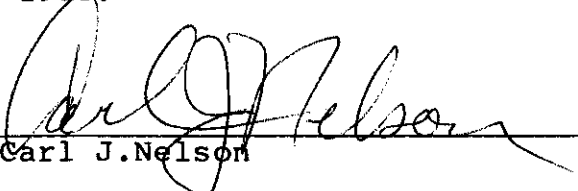
ELEVENTH: No contract or other transaction between the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of

the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH: The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws and 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, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or

any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9 day of February, 1983.

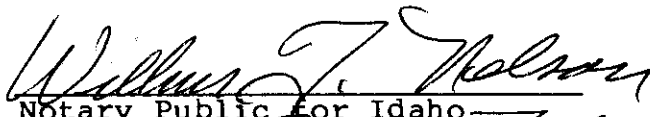

Carl J. Nelson


William R. Guhrke

STATE OF IDAHO)
) ss.
County of Ada)

On this 9 day of February, 1983, before me the undersigned, a Notary Public for the State of Idaho, personally appeared CARL J. NELSON known to me to be the person whose name is subscribed to the within and foregoing instrument and he acknowledged to me that he executed the same.

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


Notary Public for Idaho
Residing at Boise Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 9 day of February, 1983, before me the undersigned, a Notary Public for the State of Idaho, personally appeared WILLIAM R. GUHRKE known to me to be the

person whose name is subscribed to the within and foregoing instrument and he acknowledged to me that he executed the same.

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

William J. Nelson
Notary Public for Idaho
Residing at Boise, Idaho