



CERTIFICATE OF INCORPORATION
OF

GEM BERRY PRODUCTS, 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 the above named corporation, 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.

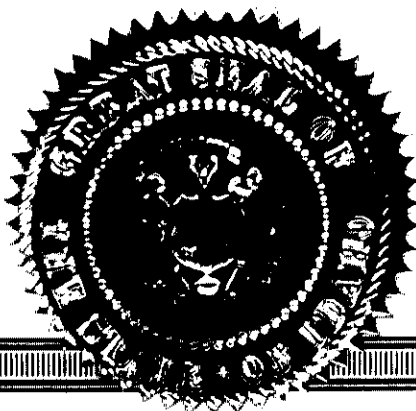
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 4, 1992

Pete T. Cenarrusa

PETE T. CENARRUSA

by *Valerie Taylor*



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ARTICLES OF INCORPORATION
OF

GEM BERRY PRODUCTS, INC.

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is

GEM BERRY PRODUCTS, INC.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 10,000
Such shares are to consist of one class only. The par value of each of such shares shall be \$1.00,
which stocks shall not be issued until fully paid for,
and once so issued shall be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have preemptive 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 stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is: GEM BERRY PRODUCTS, INC.

804 Airport Way, Sandpoint, Id 83864

The name of the corporation's initial registered agent at such address is: Jack O'Brien

EIGHTH

The number of directors constituting the initial Board of Directors is: 6

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Jack O'Brien Pres.

ADDRESS Rt. 1 Box 211 Priest River, Id 83856

NAME Anne Runk Vice-Pres.

ADDRESS 2962 Roop Rd, Cocallala, Id 83813

NAME Betty Menser Sec.
ADDRESS 6370 Kaniksu Shore Circle, Sandpoint, Id 84864
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____

NINTH

The names and addresses of all incorporators are:

NAME Jack O'Brien
ADDRESS Rt 1 Box 211, Priest River, Id 83856
NAME Elizabeth M O'Brien
ADDRESS Rt1 Box 211, Priest River, Id 83856
NAME Harry Menser
ADDRESS 6370 Kaniksu Shore Circle, Sandpoint, Id 83864
NAME Betty Menser
ADDRESS 6370 Kaniksu Shore Circle, Sandpoint, Id 83864
NAME Joe Runk
ADDRESS 2962 Roop Rd, Cocallala, Id 83813
NAME Anne Runk
ADDRESS 2962 Roop Rd, Cocallala, Id 83813
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____

IN WITNESS WHEREOF, I/we have hereunto set my/our
hand(s) and seal(s) this 13th day of November,
19 92 .

Harry A. Menser

Jolyon Runk

Elizabeth O'Brien

Jack O'Brien
President

Ann E. Runk
Vice-President

Betty C. Menser
Secretary

STATE OF IDAHO
County of Bonner } ss.

On this 13th day of November, 19 92,
before me, the undersigned, a Notary Public in and for said
state, personally appeared

Jack O'Brien Harry A. Menser

Ann E. Runk Jolyon Runk

Betty C. Menser Elizabeth O'Brien

known to me to be the person(s) whose name(s) is/are subscribed
to the within and foregoing instrument, and acknowledged to me
that (t)he(y) executed the same, and that (t)he(y) was/were (a)
person(s) of lawful age and citizen(s) of the United States of
America.

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

Jane A. Clark
Notary Public for Idaho

Residing at: Sandpoint

My commission expires: 01/07/97