



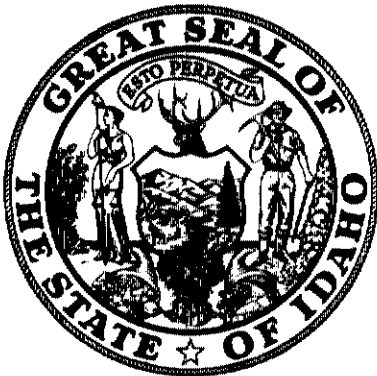
**CERTIFICATE OF INCORPORATION
OF**

MACE FARMS, 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 03, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION

OF

MACE FARMS, INC.

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The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act adopts the following articles of incorporation:

ARTICLE ONE

Corporate Name.

The name of the corporation is MACE FARMS, INC.

ARTICLE TWO

Purpose.

The purposes of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

To carry on a general farming, ranching, and stock raising business which shall include any and all things pertinent to the acquiring and holding of farmlands, ranch lands, ranges and grazing privileges; to purchase, breed, care for, raise, fatten and sell

any and all kinds of livestock; the raising and marketing of grain, potatoes, corn, barley, seeds, fruit, hay, feed and any and all agricultural and livestock products, and any and all other related activities.

To carry on the business of dairying and producing, merchandising, manufacturing and preserving all kinds of farm, dairy and meat products, and all other businesses incidental thereto or connected therewith.

To purchase, or acquire, for investment or for sale, or for operation or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real or personal property of any kind or nature, or any interest therein; and to manage, improve, develop and turn to account any land or contracts for purchase or sale of lands acquired by the corporation, or in which the corporation is interested.

To apply for, procure and take out patents of the United States of America, and the State of Idaho, or any other state or country, upon any lands in which the corporation may have any interest.

To purchase, take on lease, or otherwise acquire, mining claims and mines, gas and oil properties, and to drill for the discovery of any mineral, including, but not limited to uranium, phosphate, gold, silver, lead, zinc, tungsten, mica, copper, aluminum, gas, oil, and trace minerals, and to construct all works, pumping plants, storage facilities, and any and all other necessary structures or appliances for the proper operation of mining and gas

and oil properties.

To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures, mortgages, security agreements of all kinds, and other evidences of indebtedness.

To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, state or the federal government.

To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such state,

territory or country; and to maintain divisions, branches, or companies under other names although wholly owned by this corporation.

To purchase or otherwise acquire lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and foreign countries.

And to issue shares of the capital stock of this corporation in return for mining claims, patents, leases, subleases, assignments and reassignments, property, tangible and intangible, and for services actually rendered to the corporation; such shares to have preemptive rights.

ARTICLE THREE

Duration.

That the existence of the corporation is to be perpetual after its incorporation, unless sooner dissolved or disincorporated pursuant to law.

ARTICLE FOUR

Registered Office and Agent.

That the place where its principal business is to be transacted and the registered office of the corporation in this State shall be at Rt. #2, Box 28-A, St. Anthony, Fremont County, Idaho. The name of the corporation initial registrative agent at such address is Robert E. Mace.

ARTICLE FIVE

Authorized Stock

The total number of shares which the Corporation shall have the authority to issue is 10,000 shares with no par value.

The stock of the Corporation is divided into 10,000 shares of a single class, each share having equal rights and each share having one (1) vote. All stock when fully paid for shall be non-assessable.

ARTICLE SIX

Additional Shares

The corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or transfer of shares of stock; provided that the same shall be in accordance with applicable laws.

ARTICLE SEVEN

Subscribed Stock

That the amount of the capital stock which has been actually subscribed and paid for is the sum of one hundred shares, and following are the names of the persons, their addresses and the number of shares by whom the same have been subscribed, to-wit:

<u>Name of Subscriber</u>	<u>Address</u>	<u>No. of Shares</u>
Robert E. Mace and/or Lola Kaye Mace	Rt. #2, Box 28-A St. Anthony, Idaho 83445	51
Dirk E. Mace and/or Abbie Mace	Rt. #2, Box 30-A St. Anthony, Idaho 83445	49

ARTICLE EIGHT

Management

That the management of this corporation shall be vested in a board of not less than two nor more than nine directors as may be fixed by the by-laws. The directors shall be elected at the annual meeting of the stockholders to be held at the general office of the corporation in said Rt. 2, Box 28-A, St. Anthony, Idaho, unless at a different place designated by the board of directors, at a time in each year, to be designated by the by-laws, and until such election, the directors of said corporation shall be:

Robert E. Mace	Rt. #2, Box 28-A St. Anthony, Idaho 83445
Dirk E. Mace	Rt. #2, Box 30-A St. Anthony, Idaho 83445
Lola Kay Mace	Rt. #2, Box 28-A St. Anthony, Idaho
Abbie Mace	Rt. #2, Box 30-A St. Anthony, Idaho 83445

ARTICLE NINE

By-Laws

The By-Laws of this corporation may be adopted by the shareholders in the manner provided for by the laws of the State of Idaho.

ARTICLE TEN

Incorporators

The name and address of each incorporator is listed below:

Robert E. Mace

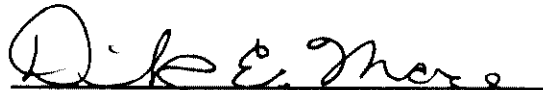
Rt. #2, Box 28-A
St. Anthony, Idaho 83445

Dirk E. Mace

Rt. #2, Box 30-A
St. Anthony, Idaho 83445

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 30 day of November, 1990.


ROBERT E. MACE


DIRK E. MACE


ACKNOWLEDGEMENT

STATE OF IDAHO)
) ss.
COUNTY OF FREMONT)

On this 30 day of November, 1990, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared ROBERT E. MACE, AND DIRK E. MACE, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they 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.

(seal)


Notary Public of Idaho
Residing at: St. Anthony
Commission expires: 1-11-94