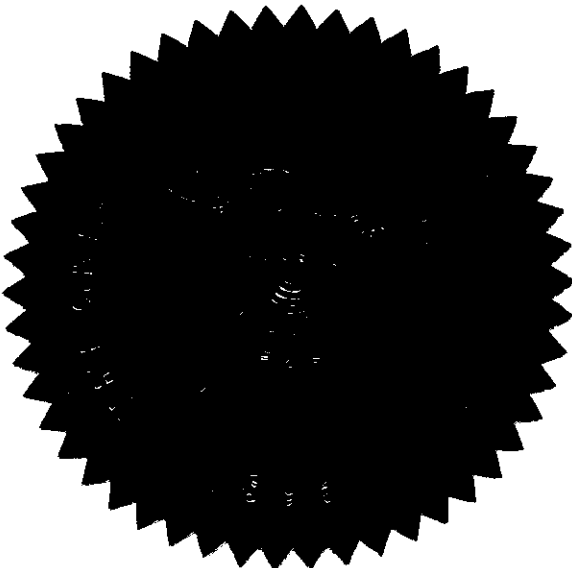


Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Merger of VALLEY STORAGE COMPANY, a Nevada corporation not qualified into SIMPLOT INDUSTRIES, INC. a Utah corporation the survivor, filed in this office January 26, 1978.

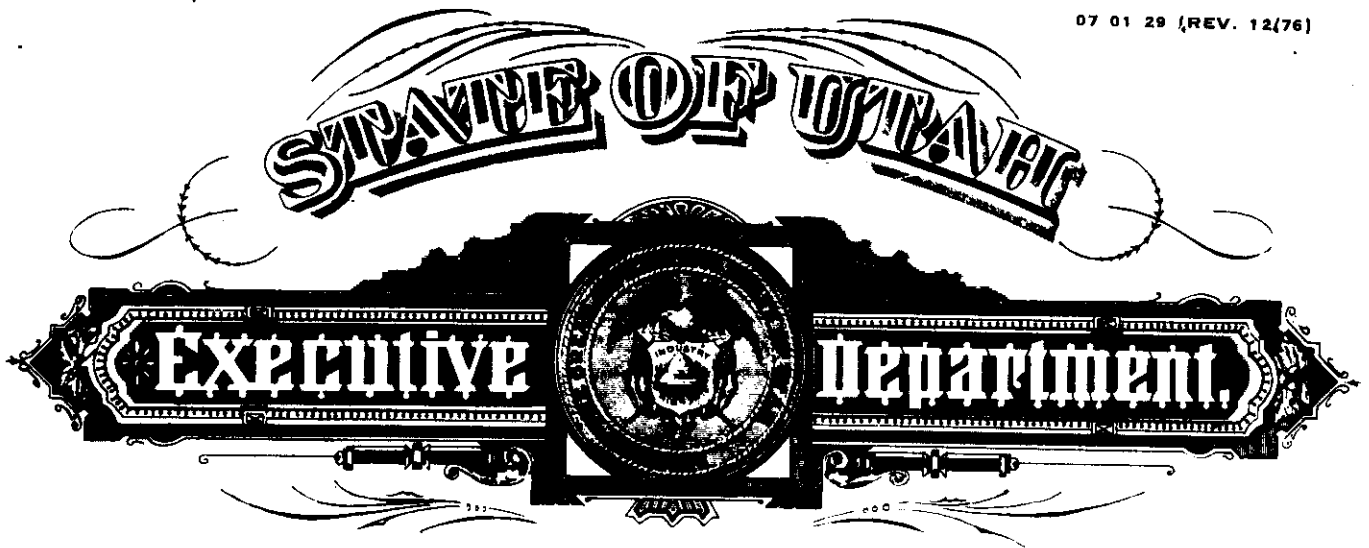
AS APPEARS _____ Of Record _____ IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE
HEREUNTO SET MY HAND AND
AFFIXED THE GREAT SEAL OF
THE STATE OF UTAH AT SALT
LAKE CITY, THIS 26th DAY OF
January 1978.



DAVID S. MONSON
LT. GOVERNOR/SECRETARY OF STATE

BY _____
AUTHORIZED PERSON



Office of Lt. Governor/Secretary of State

CERTIFICATE OF MERGER

OF

A DOMESTIC AND A FOREIGN CORPORATION

I, DAVID S. MONSON, Lt. Governor/Secretary of State of the State of Utah, hereby certify that duplicate originals of Articles of Merger of VALLEY STORAGE COMPANY, a Nevada corporation

into SIMPLOT INDUSTRIES, INC. a Utah corporation
the survivor

duly signed and verified pursuant to the provisions of the Utah Business Corporation Act, have been received in my office and are found to conform to law.

ACCORDINGLY, by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger of
VALLEY STORAGE COMPANY
into SIMPLOT INDUSTRIES, INC.

and attach hereto a duplicate original of the Articles of Merger.

File No. #24423

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the
Great Seal of the State of Utah at Salt
Lake City, this 26th day of
January A.D. 1978.

DAVID S. MONSON

LT. GOVERNOR/SECRETARY OF STATE

By

AUTHORIZED PERSON



1978 JAN 26 PM 2:44

ARTICLES OF MERGER

Filed for the Lt. Gov./Sec. of the State of Utah, on the 26th day of Jan, A.D. 1978 SIMPLOT INDUSTRIES, INC.

DAVID S. MONSON

Lt. Gov./Sec. of State

Filing Clerk mc Fee \$25.00

Pursuant to the provisions of Section 16-10-70 of the Utah Business Corporation Act, SIMPLOT INDUSTRIES, INC., the undersigned domestic corporation, and VALLEY STORAGE COMPANY, a foreign corporation, adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the corporations and the State under the laws of which they are respectively organized are:

SIMPLOT INDUSTRIES, INC. Utah

VALLEY STORAGE COMPANY Nevada

SECOND: The laws of the State under which such foreign corporation is organized permits such merger.

THIRD: The name of the surviving corporation is SIMPLOT INDUSTRIES, INC., and it is to be governed by the laws of the State of Utah.

FOURTH: The attached Plan and Agreement for Merger was approved by the Board of Directors and shareholders of the undersigned domestic corporation in the manner prescribed by the Utah Business Corporation Act, and was approved by the aforesaid foreign corporation in the manner prescribed by the laws of the State under which it is organized.

FIFTH: SIMPLOT INDUSTRIES, INC. is authorized by its Articles of Incorporation to issue 1,000 shares of Class A Capital Stock and 10,000 shares of Class B Capital Stock, having an aggregate par value of \$110,000, of which 1,000 shares of Class A Capital Stock and 8,350 shares of Class B Capital Stock, having an aggregate par value of

\$93,500 are now issued and outstanding; and VALLEY STORAGE COMPANY is authorized by its Articles of Incorporation to issue 2,000 shares of common capital stock having no par value, of which 200 shares are issued and outstanding, all of which are owned and held by SIMPLOT INDUSTRIES, INC., the other party to this merger.

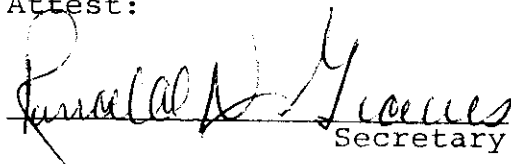
SIXTH: The shareholders of VALLEY STORAGE COMPANY were delivered copies of the Plan and Agreement for Merger on January 2, 1978.

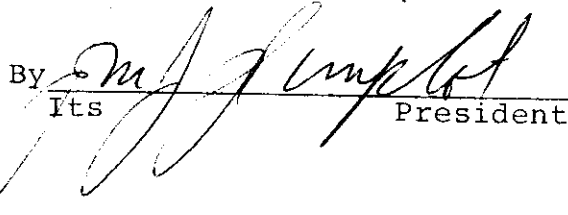
SEVENTH: On and after the effective date of this merger, that being January 31, 1978, SIMPLOT INDUSTRIES, INC. shall be the surviving corporation, and shall continue to exist as a domestic corporation under the laws of the State of Utah, with all the rights and obligations of said corporation in said State. The Articles of Incorporation of SIMPLOT INDUSTRIES, INC., as amended, shall continue to be the Articles of Incorporation of the surviving corporation until amended. SIMPLOT INDUSTRIES, INC. hereby agrees that it may be served with the process in the State of Nevada in any proceeding for enforcement of any obligation prior to this merger, and SIMPLOT INDUSTRIES, INC. hereby appoints the Secretary of State of the State of Nevada as its agent to accept such service of process as aforesaid, to be served on SIMPLOT INDUSTRIES, INC. by certified mail at P. O. Box 27, Boise, Idaho 83707.

DATED THIS 23rd day of January, 1978.

SIMPLOT INDUSTRIES, INC.

Attest:


Secretary

By 
Its President

STATE OF IDAHO)
) ss.
County of Ada)

DON J. SIMPLOT, being first duly sworn on oath, says that he is the President of the above-named corporation; that he makes this affidavit for and on behalf of said corporation for the reason that affiant is the President thereof; that he has read the above and foregoing Articles of Merger of a Foreign Corporation into SIMPLOT INDUSTRIES, INC., knows the contents thereof, and that the same is true as affiant verily believes.

SUBSCRIBED AND SWORN TO Before me this 23rd day of January, 1978.

Don M. Warner
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-29-79

PLAN AND AGREEMENT FOR MERGER

THIS AGREEMENT, Entered into this 23rd day of January, 1978, by and between SIMPLOT INDUSTRIES, INC., a Utah corporation, and all of the members of the Board of Directors of that company, and VALLEY STORAGE COMPANY, a Nevada corporation, and all of the members of the Board of Directors of that company;

W I T N E S S E T H :

WHEREAS, SIMPLOT INDUSTRIES, INC. is a corporation duly organized and existing under the laws of the State of Utah, having its principal place of business at Salt Lake City, in the County of Salt Lake, State of Utah; and VALLEY STORAGE COMPANY is a corporation duly organized and existing under the laws of the State of Nevada, having its principal place of business at Reno, in the County of Washoe, State of Nevada; and

WHEREAS, SIMPLOT INDUSTRIES, INC. is authorized by its Articles of Incorporation to issue 1,000 shares of Class A Capital Stock, and 10,000 shares of Class B Capital Stock, having a par value of \$110,000.00, of which 1,000 shares of Class A Capital Stock and 8,350 shares of Class B Capital Stock, having an aggregate par value of \$93,500.00, are now issued and outstanding; and

WHEREAS, VALLEY STORAGE COMPANY is authorized by its Articles of Incorporation to issue 2,000 shares of common capital stock having no par value, of which only 200 shares are issued and outstanding, all of which are owned and held by SIMPLOT INDUSTRIES, INC., the other party to this Agreement; and

WHEREAS, for adequate business reasons, it is considered desirable by the parties hereto that a merger be effected between the said corporations by which VALLEY STORAGE COMPANY is merged into SIMPLOT INDUSTRIES, INC. as the surviving corporation;

NOW, THEREFORE, in consideration of the premises and the terms and conditions herein set forth, the parties hereto have mutually agreed to effect a merger between the said two corporations upon the following terms and conditions:

SECTION 1. It is agreed that effective as of the close of business on the 31st day of January, 1978, VALLEY STORAGE COMPANY shall be and it is hereby merged into SIMPLOT INDUSTRIES, INC., with the effect and result that the existence of VALLEY STORAGE COMPANY shall cease and SIMPLOT INDUSTRIES, INC. shall continue in existence as the surviving or merging corporation.

SECTION 2. It is agreed that all of the provisions contained in the Articles of Incorporation, as amended, and the By-Laws of SIMPLOT INDUSTRIES, INC. shall remain in force and effect and shall not be deemed altered or amended hereby, and that the laws of the State of Utah shall continue to govern the surviving corporation.

SECTION 3. It is agreed that the present members of the Board of Directors of SIMPLOT INDUSTRIES, INC. shall continue to hold office during the remainder of the term to which they are each elected and until their successors are elected and duly qualified.

SECTION 4. It is agreed that upon said merger becoming effective, all of the property, real, personal or mixed, and all of the assets of VALLEY STORAGE COMPANY, wherever located, shall be deemed automatically transferred to and become vested in SIMPLOT INDUSTRIES, INC. as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment

thereof; and whereupon further, SIMPLOT INDUSTRIES, INC. shall assume and become liable for payment of all of the existing indebtedness and obligations of VALLEY STORAGE COMPANY, including the obligation to perform existing leases and contracts without any special act or assumption of liability for those obligations.

SECTION 5. Inasmuch as this agreement contemplates a merger of a wholly-owned subsidiary corporation, VALLEY STORAGE COMPANY, into its parent corporation, SIMPLOT INDUSTRIES, INC., no additional capital stock of SIMPLOT INDUSTRIES, INC. will be issued upon or as a part of said merger.

SECTION 6. It is agreed that this Agreement for Merger of said corporations shall be submitted to the shareholders of each of those corporations at meetings duly called and separately held as required by the applicable laws of the State of Nevada and of the State of Utah, and the provisions of the By-Laws of each corporation for calling shareholders' meetings; and this Agreement shall become effective and binding upon the two corporations if and when adopted, approved and ratified by the affirmative vote of at least two-thirds of the voting power of all of the shareholders of each corporation at the meeting of shareholders so held.

SECTION 7. It is agreed that as the surviving corporation is to be governed by Utah law, SIMPLOT INDUSTRIES, INC. hereby agrees that it may be served with process in the State of Nevada in any proceeding for enforcement of any obligation prior to this merger, and SIMPLOT INDUSTRIES, INC. hereby appoints the Secretary of State of the State of Nevada as its agent to accept such service of process as aforesaid, to be served on SIMPLOT INDUSTRIES, INC. by Certified mail, return receipt requested, at P. O. Box 27, Boise, Idaho 83707.

IN WITNESS WHEREOF, This Agreement has been executed on behalf of the corporate parties hereto by the President and Secretary of each corporation, pursuant to a resolution of all of the members of the Board of Directors of each corporation, the day and year herein first above written.

(CORPORATE SEAL)

SIMPLOT INDUSTRIES, INC.

Attest:

Ronald H. Francis
Secretary

By *Wm J. Simplot*
its President

(CORPORATE SEAL)

VALLEY STORAGE COMPANY

Attest:

Ronald H. Francis
Secretary

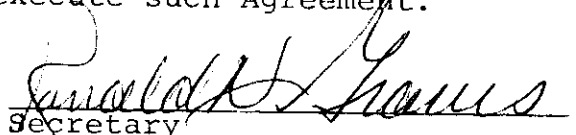
By *Wm J. Simplot*
its President

C E R T I F I C A T E

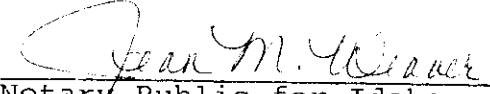
STATE OF IDAHO)
) ss.
County of Ada)

Ronald N. Graves, the duly elected, qualified and acting Secretary of SIMPLOT INDUSTRIES, INC., does hereby certify:

That at a special meeting of the shareholders of SIMPLOT INDUSTRIES, INC. held on the 23rd day of January, 1978, entirely separate from any meeting of the shareholders of VALLEY STORAGE COMPANY, and called in the manner provided by law, at which all of the issued capital stock of SIMPLOT INDUSTRIES, INC. was represented in person by the owners and holders thereof of record, or by their proxy, by resolution unanimously adopted, the foregoing Plan and Agreement for Merger as approved by the authorized members of the Board of Directors of SIMPLOT INDUSTRIES, INC., was approved and adopted; and the President and Secretary of SIMPLOT INDUSTRIES, INC. were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.


Secretary

SUBSCRIBED AND SWORN to before me this 23rd day of January, 1978.

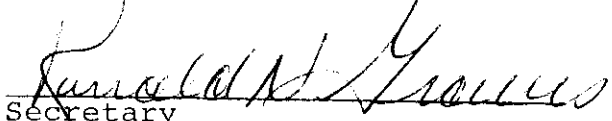

Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-27-79

C E R T I F I C A T E

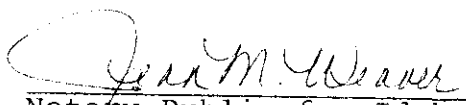
STATE OF IDAHO)
) ss.
County of Ada.)

Ronald N. Graves, the duly elected, qualified and acting Secretary of VALLEY STORAGE COMPANY, does hereby certify:

That at a special meeting of the shareholders of VALLEY STORAGE COMPANY held on the 23rd day of January, 1978, entirely separate from any meeting of the shareholders of SIMPLOT INDUSTRIES, INC., and called in the manner provided by law, at which all of the issued capital stock of VALLEY STORAGE COMPANY was represented by the owners and holders thereof in person or by proxy of the owners and holders thereof, of record, by resolution unanimously adopted, the foregoing Plan and Agreement for Merger as approved by the authorized members of the Board of Directors of VALLEY STORAGE COMPANY, was approved and adopted; and the President and Secretary of VALLEY STORAGE COMPANY were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.


Secretary

SUBSCRIBED AND SWORN to before me this 23rd day of January, 1978.


Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-29-79

IN WITNESS WHEREOF, pursuant to the due authorization by the shareholders of each, SIMPLOT INDUSTRIES, INC., a Utah corporation, and VALLEY STORAGE COMPANY, a Nevada corporation, at separate meetings thereof referred to in the foregoing certificate by the respective Secretaries of those corporations, the foregoing Plan and Agreement for Merger, so adopted, approved and ratified by the shareholders of each of those corporations, is hereby executed and signed by the authorized officers, to-wit: The President and Secretary of SIMPLOT INDUSTRIES, INC. and the President and Secretary of VALLEY STORAGE COMPANY this 23rd day of January, 1978.

(CORPORATE SEAL)

SIMPLOT INDUSTRIES, INC.

Attest:

Ronald A. Graves
Secretary

By

J. M. Simplot
Its President

(CORPORATE SEAL)

VALLEY STORAGE COMPANY

Attest:

Ronald A. Graves
Secretary

By

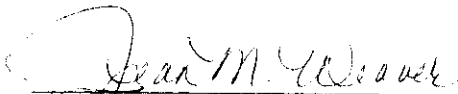
J. M. Simplot
Its President

STATE OF IDAHO)
) ss.
County of Ada)

On the 23rd day of January, 1978, personally appeared before me Don J. Simplot, who, being by me duly sworn, did say that he is the President of SIMPLOT INDUSTRIES, INC., and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said Don J. Simplot acknowledged to me that said corporation 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)

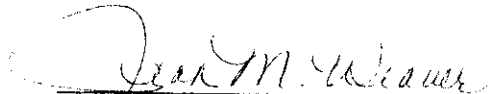

Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 5-29-79

STATE OF IDAHO)
) ss.
County of Ada)

On the 23rd day of January, 1978, personally appeared before me Don J. Simplot, who, being by me duly sworn did say that he is the President of VALLEY STORAGE COMPANY, and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said Don J. Simplot acknowledged to me that said corporation 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 for Idaho
Residing at Boise, Idaho
My commission expires 5-29-79