

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

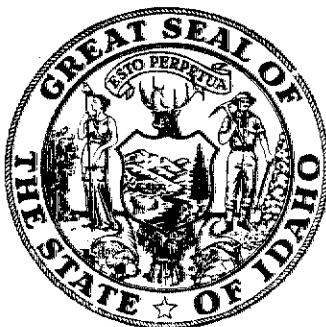
SMITH EQUIPMENT CO.

File number C 117529

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 23, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa A. Hartley*

DEC 23 8 37 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

SMITH EQUIPMENT CO.

WE, THE UNDERSIGNED, being natural persons of full age, all of whom are natural citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a corporation under Title 30, Chapter 1, Idaho Code, and other applicable laws of the State of Idaho.

FIRST

The name of the corporation is and shall be Smith Equipment Co.

SECOND

The purposes of the corporation are as follows:

To engage in all types of lawful business activity.

To operate a business engaging in selling, leasing and servicing fertilizer and chemical application equipment, farm equipment and parts and accessories.

To buy and sell, export, import, lease, exchange and generally deal in real and personal property of every class and description.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise

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dispose of, to invest, trade, deal in and with goods, wares and merchandise.

To act as agents for the purchase, sale, and handling of goods, wares, merchandise and literary properties of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

To manufacture, repair, replace, produce or otherwise acquire, alter or repair merchandise of every class, nature and description, whether as principal or agent, whether now known or hereafter to be discovered or invented.

To build structures and facilities of all kinds and descriptions.

To deal in stocks, bonds, or other securities, investments including the purchase and sale of the same, and in particular to purchase and sell, deal in or trade stocks issued by this corporation, and to acquire its own stock in such manner and upon such terms and conditions as the Board of Directors may determine to be in the best interests of the corporation.

To purchase, lease, mortgage, deal in or with all and every class and kind of real estate.

To likewise do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms

or individuals, and to enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm association, corporation, municipality, state or government, or any subdivision or district thereof, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part of parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

THIRD

The duration of this corporation shall be perpetual.

FOURTH

The location of the registered office of the corporation in the State of Idaho is 444 S. 450 E., Burley, Idaho. The post office address of the corporation is 444 S.

450 E., Burley, Idaho 83318. The name of the registered agent for the corporation is John E. Smith.

FIFTH

The total authorized number of shares is 1,000 having no par value. The stock of the corporation is of but one class: Common. Share are nonassessable by or on behalf of the corporation.

SIXTH

The names and post office addresses of the incorporators, and the number of shares of stock subscribed each, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
John E. Smith	444 S. 450 E. Burley, Idaho 83318	1
Renee P. Smith	444 S. 450 E. Burley, Idaho 83318	1

Said persons shall also constitute the initial Board of Directors who shall serve until the first meeting of incorporators.

SEVENTH

The power to repeal and amend bylaws and adopt new bylaws shall rest with the shareholders by a majority vote of the shareholders.

IN WITNESS WHEREOF, the incorporators above named have signed their names this 20th day of December, 1996.



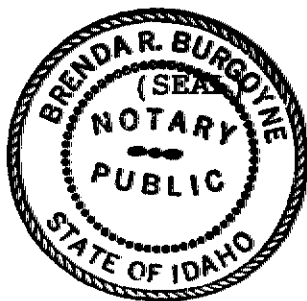
John E. Smith

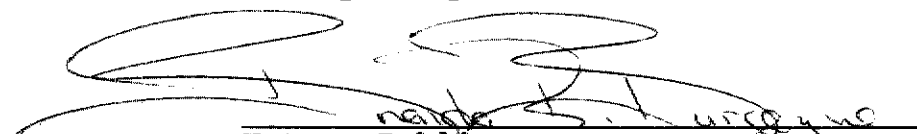

Renee P. Smith

STATE OF IDAHO)
) ss.
County of Cassia)

On this 20th day of December, in the year of 1996,
before me the undersigned notary public in and for said state,
personally appeared JOHN E. SMITH and RENEE P. SMITH, known or
identified to me to be the persons whose names are subscribed
to the within 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 first above written.





Notary Public
Residing at Heiburn - Idaho
My Commission expires 2-24-99