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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BLUE LAKES TROUT FARM, INC.**

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The undersigned, BLUE LAKES TROUT FARM, INC., an Idaho corporation, pursuant to written Consent of its Shareholders and Board of Directors on March 9, 2005, hereby amends and restates its articles of incorporation, in their entirety, to:

- (1) Modify the corporate purpose;
- (2) Deny preemptive rights;
- (3) Prevent cumulative voting of shares;
- (4) Provide for indemnification and limited liability of directors;
- (5) Allow transactions with interested parties under certain conditions; and
- (6) Provide for future modification of the bylaws and the articles of incorporation; as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be BLUE LAKES TROUT FARM, INC.

**ARTICLE II
DURATION OF CORPORATION**

The duration of the corporation shall be perpetual.

**ARTICLE III
CORPORATE PURPOSE**

The purposes for which the corporation is organized are to carry on any lawful business for which corporations may be organized under the Idaho Business Corporation Act, and to exercise all powers granted to a corporation formed under that Act, including any amendments thereto or successor statute that may be hereinafter enacted.

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**ARTICLE IV
CAPITALIZATION**

The aggregate number of shares this corporation shall have the authority to issue shall be 50,000 shares of non-assessable voting common stock having a par value of \$1.00 per share

**ARTICLE V
BOARD OF DIRECTORS**

There shall be at least one (1) director of this corporation, but not more than seven (7). The actual number may be set from time to time by the Board of Directors.

**ARTICLE VI
NO PREEMPTIVE RIGHTS**

The owners of shares of common stock of the corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

**ARTICLE VII
NO CUMULATIVE VOTING**

There shall be no cumulative voting of shares.

**ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

ARTICLE IX
AMENDMENT OF BYLAWS

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE X
LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for their conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE XI
INDEMNIFICATION

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE XII
TRANSACTIONS WITH INTERESTED PARTIES

The corporation may enter into contracts and otherwise transact any business with its directors, officers and shareholders, and with any entity in which they may have an interest adverse to the corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation, for any profit or benefit realized by such director, officer or shareholder through any such contract or transaction.

Directors, officers or shareholders of the corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest; or, in the alternative, directors, officers and shareholders of the corporation shall notify the shareholders of the corporation of the nature of their adverse interest prior to the time at which such contract is entered into or business is transacted. A general notice that a director, officer or shareholder of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors or shareholders have actual knowledge of the adverse interest.

ARTICLE XIII REGISTERED OFFICE

The name and address of the registered agent of the corporation are:

Anita Kay Hardy
1301 S. Vista Avenue
Boise, ID 83705

The undersigned officer of BLUE LAKES TROUT FARM, INC., hereby certifies that the above Amended and Restated Articles of Incorporation were unanimously adopted by the shareholders of the corporation, holding one hundred percent (100%) of the outstanding shares entitled to vote, and were adopted by the written consent of the corporation's shareholders and directors on March 9, 2005.

IN WITNESS WHEREOF, the undersigned corporate officer has hereunto set his hand this ninth day of March, 2005.

BLUE LAKES TROUT FARM, INC.

BY: 
GREGORY A. KASLO, PRESIDENT