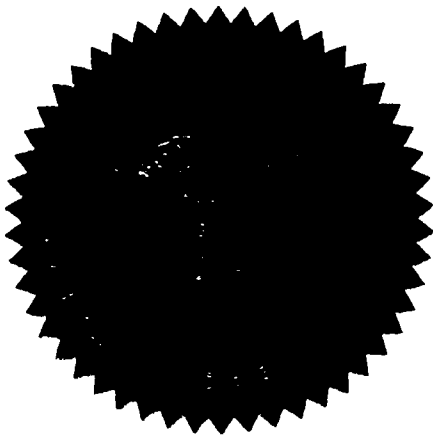




Office of Lt. Governor/Secretary of State

I DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Merger of a foreign corporation into SIMPLOT INDUSTRIES, INC. which was filed in this office December 21, 1977, and said corporation is in good standing,

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.....21st..... day of  
December.....A.D. 1977.

*David S. Monson*  
LT. GOVERNOR/SECRETARY OF STATE

*He [Signature]*  
AUTHORIZED PERSON

ARTICLES OF MERGER

Of A Foreign Corporation Into

SIMPLOT INDUSTRIES, INC.

Pursuant to the provisions of Section 16-10-70 of the Utah Business Corporation Act, SIMPLOT INDUSTRIES, INC., the undersigned domestic corporation, and R.L.M. LEASING 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
R.L.M. LEASING COMPANY	Idaho

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 R.L.M. LEASING COMPANY is authorized by its Articles of Incorporation to issue 500 shares of common capital stock having an aggregate par value of \$50,000.00, of which 10 shares are issued and outstanding, all of which are owned and held by SIMPLOT INDUSTRIES, INC., the other party to this merger.

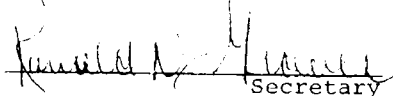
SIXTH: The shareholders of R.L.M. LEASING COMPANY were delivered copies of the Plan and Agreement for Merger on December 1, 1977.

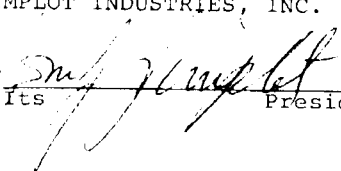
SEVENTH: On and after the effective date of this merger, that being December 31, 1977, SIMPLOT INDUSTRIES, INC. shall be the surviving corporation, and shall continue to exist as a domestic corporation under the laws of the State of Utah, with all the rights and obligations of said corporation in said 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 Idaho 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 Idaho 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 19th day of December, 1977.

SIMPLOT INDUSTRIES, INC.

Attest:

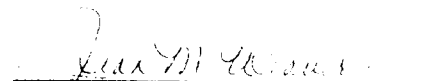
  
Secretary

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 corpora-  
tion; 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 19th day  
of December, 1977.

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

PLAN AND AGREEMENT FOR MERGER

THIS AGREEMENT, Entered into this 19th day of December, 1977, by and between SIMPLOT INDUSTRIES, INC., a Utah corporation, and all of the members of the Board of Directors of that company, and R.L.M. LEASING COMPANY, an Idaho 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 R.L.M. LEASING COMPANY is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Boise, in the County of Ada, State of Idaho; 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 an aggregate 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, R.L.M. LEASING COMPANY is authorized by its Articles of Incorporation to issue 500 shares of common capital stock having an aggregate par value of \$50,000.00, of which only 10 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 R.L.M.

LEASING 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 December, 1977, R.L.M.  
LEASING COMPANY shall be and it is hereby merged into SIMPLOT  
INDUSTRIES, INC., with the effect and result that the exis-  
tence of R.L.M. LEASING COMPANY shall cease and SIMPLOT  
INDUSTRIES, INC. shall continue in existence as the surviv-  
ing or merging corporation.

SECTION 2. It is agreed that all of the provi-  
sions 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 contin-  
ue 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 R.L.M. LEASING 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 R.L.M. LEASING

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, R.L.M. LEASING 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 corporation 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 Idaho 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, that pursuant to Idaho Code 30-155, SIMPLOT INDUSTRIES, INC. hereby agrees that it may be served with process in the State of Idaho 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 Idaho 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 approved on behalf of the corporate parties hereto by all of the members of the Board of Directors of each corporation, and

executed by a majority of the Board of Directors of each corporation, the day and year herein first above written.

SIMPLOT INDUSTRIES, INC.

By J. R. Simplot - Director

By John M. Dahl - Director

By L. E. Haight - Director

By Scott R. Simplot - Director

By A. Dale Dunn - Director

By Don J. Simplot - Director

By Richard R. Simplot - Director

R.L.M. LEASING COMPANY

By Don J. Simplot - Director

By John M. Dahl - Director

By L. E. Haight - Director

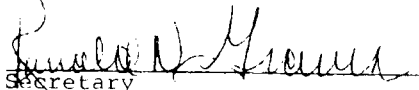


C E R T I F I C A T E

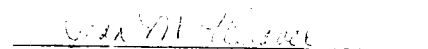
STATE OF IDAHO )  
                  ) ss.  
County of Ada )

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 14th day of December, 1977, entirely separate from any meeting of the shareholders of R.L.M. LEASING 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 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 14th day of December, 1977.

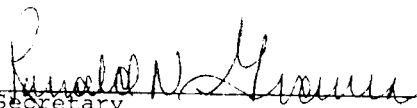
  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 5-29-79

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 R.L.M. LEASING COMPANY does hereby certify:

That at a special meeting of the shareholders of R.L.M. LEASING COMPANY held on the 19th day of December, 1977, 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 R.L.M. LEASING 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 R.L.M. LEASING COMPANY, was approved and adopted; and the President and Secretary of R.L.M. LEASING 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 19th day of December, 1977.

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

IN WITNESS WHEREOF, pursuant to the due authori-  
zation by the shareholders of each, SIMPLOT INDUSTRIES, INC.,  
a Utah corporation, and R.L.M. LEASING COMPANY, an Idaho  
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 Secre-  
tary of SIMPLOT INDUSTRIES, INC., and the President and  
Secretary of R.L.M. LEASING COMPANY this 19th day of  
December, 1977.

(CORPORATE SEAL)

SIMPLOT INDUSTRIES, INC.

Attest:

Ronald N. Gorman  
Secretary

By Don J. Simplot  
Its President

(CORPORATE SEAL)

R.L.M. LEASING COMPANY

Attest:

Ronald N. Gorman  
Secretary

By Don J. Simplot  
Its President

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On the 14th day of December, 1977, 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)

[Signature]  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 8-29-79

STATE OF IDAHO )  
 ) ss.  
County of Ada )

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(Seal)

[Signature]  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 8-29-79