

# State of Idaho

## Department of State

### CERTIFICATE OF AUTHORITY OF

AGRICULTURAL SERVICES OF AMERICA, INC.  
dba BIO-ACTIVE FARMING CONCEPTS, INC.

File Number C 120285

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AGRICULTURAL SERVICES OF AMERICA, INC. for a Certificate of Authority to transact business in this State, duly executed 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 Authority to AGRICULTURAL SERVICES OF AMERICA, INC. to transact business in this State under the name BIO-ACTIVE FARMING CONCEPTS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 21, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows: 97 JUL 21 8 00 PM '97

1. The name of the corporation is Agricultural Services of America, Inc  
STATE OF IDAHO
2. The name which it shall use in Idaho is BioActive Farming Concepts, Inc.
3. It is incorporated under the laws of Wyoming
4. Its date of incorporation is January 28, 1997 and its duration, if other than perpetual, is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is  
1086 Highway 50 Gillette, Wy 84057
6. The address to which correspondence should be addressed, if different than item 5, is  
540 Blue Lakes Blvd., No., Suite 709 Twin Falls, Id 83301
7. The street address of its registered office in Idaho is 1525 Addison Ave., East #120  
Twin Falls, Id, and its registered agent in Idaho at that address is Greg Dabney
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:  
Manufacture, distribute and sell liquid fertilizer
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Paul Grant	President, Director	1125 W Rye/Umme Turlock, California 95382
Greg Dabney	ExVP, treasurer	411 Altair St. Twin Falls, Id 83301
Russell Graham	1445-D No Amiron Way SECRETARY	Orem, Ut 84507 84057

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: July 21, 1997

Agricultural Services of America, Inc.  
(Corporation name)

By: [Signature]

Its President, Vice President, Secretary or Assistant Secretary  
(please specify)

Revised 2/97  
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Secretary of State  
DATE 06/10/1997 0900 100956

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# State of Wyoming

## Office of the Secretary of State

97 JUL 21 PM 2:25  
STATE OF IDAHO

97 JUL 21 PM 2:25  
STATE OF IDAHO



United States of America,  
State of Wyoming } ss.

I, DIANA J. OHMAN, Secretary of State of the State of Wyoming, do hereby certify that according to the records in the office of the Secretary of State of Wyoming, AGRICULTURAL SERVICES OF AMERICA, INC. is a corporation organized under the laws of the State of Wyoming, whose date of incorporation is 01/28/1997; and whose period of duration is PERPETUAL.

I FURTHER CERTIFY that this corporation has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation in existence in the State of Wyoming.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 4th day of June A.D., 1997.



*Diana J. Ohman*  
Secretary of State

By *Joey Nesi*

Minutes of Board Meeting, June 26, 1997.

Called by Greg Dabney, Executive Vice-President. Two of the three directors were present, namely:

Greg Dabney, Exec. V. P.

Russell Graham, Corporate Secretary,

Paul Grant was polled by telephone, giving the following vote on the subjects of the meeting.

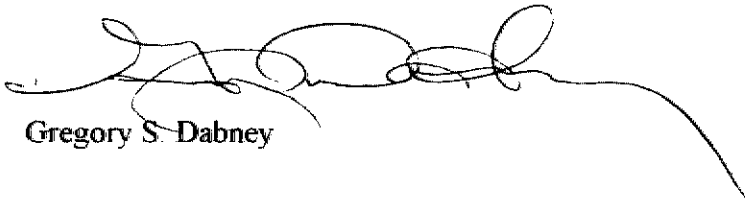
Due to the fact of AGRICULTURAL SERVICES Inc., already registered in the State of Idaho it will not be possible to use our corporate name, Agricultural Services of America, Inc., in Idaho. It was proposed by Greg Dabney that we register "BIO-ACTIVE FARMING CONCEPTS, INC.", as an assumed name in Idaho. It was further resolved that 'Agricultural Services of America, Inc., be the DBA, as an assumed name to operate under BIO-ACTIVE FARMING CONCEPTS, INC.,

This resolution passed unanimously.

It was proposed by Greg Dabney that AGRICULTURAL SERVICES of AMERICA, Inc., enter into negotiations to undertake a 504 underwriting, which underwriting will encompass the private offering that is currently underway. This private offering will conclude on or before July 19, 1997. Russell Graham to coordinate with Ken Lindbloom, a stock-broker in Medford, Oregon, on this underwriting. At this time ASA is pulling together the figures on sales, profits, etc., for the SEC audit preparatory to the underwriting. Following the 504 underwriting a full underwriting will be undertaken.

This resolution passed unanimously.

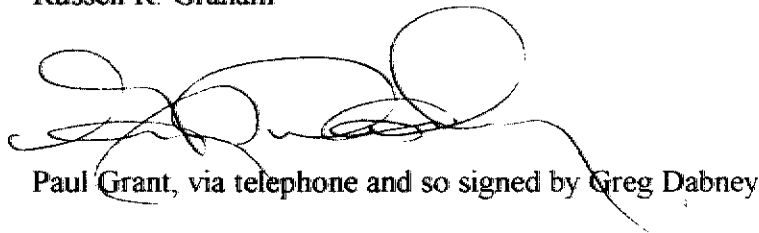
Signed



Gregory S. Dabney



Russell R. Graham



Paul Grant, via telephone and so signed by Greg Dabney