

Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

MAGIC WEST, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **19th** day of **April** 19 **77**, original articles of amendment, as provided by Section **30-146-147-148 Idaho Code** **Increasing capital stock value**

and that the said articles of amendment contain the statement of facts required by law, and are ~~will be~~ recorded on ~~FHM-NO.~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **19th** day of **April**, A. D., 19 **77**.

Secretary of State

CONSENT TO AMENDMENT OF ARTICLES OF INCORPORATION

OF

MAGIC WEST, INC.

KNOW ALL MEN BY THESE PRESENTS that the undersigned holder of all the subscribed and issued capital stock of Magic West, Inc., a corporation organized and existing under and by virtue of the laws of the State of Idaho and all the shareholders of said corporation entitled to vote on amendments to the Articles of Incorporation pursuant to Section 30-146 of the Idaho Code, do pursuant to Section 30-146 (5) of the Idaho Code hereby consent to the amending of the Articles of Incorporation by amending Article V, and Article V as amended shall read as follows:

That the amount of authorized stock of said Corporation shall be One Million Four Hundred Fifty Thousand (\$1,450,000.00) Dollars and shall consist of Fourteen Thousand Five Hundred (14,500) Shares divided into Seven Thousand (7,000) shares of common stock of the par value of One Hundred (\$100.00) Dollars each and Four Thousand Five Hundred (4,500) shares of preferred stock of the par value of One Hundred (\$100.00) Dollars each.

The terms on which these two classes of stock are created and the particular character of the preference of the preferred stock and the conditions and limitations applying thereto and to the common stock are as follows:

(a) The holders of the preferred stock shall be entitled to receive, when and as declared by the Board of Directors of this corporation, cumulative dividends thereon from the date of issuance of said preferred stock at the rate of Eight (8%) per cent per annum and no more, payable out of the surplus profits of this corporation annually before any dividend shall be paid or set apart for the common stock. Dividends on the preferred stock shall be cumulative so that if in any year dividends amounting to Eight (8%) per cent shall not have been paid on such stock the deficiency shall be paid before any dividends shall be declared or paid upon or set apart for the common stock.

(b) This corporation may at any time, or from time to time as shall be permitted under the laws of the State of Idaho, redeem the whole or any part of its preferred stock on any dividend date by paying therefor in cash One Hundred (\$100.00) Dollars per share, and all accrued unpaid dividends thereon at the date fixed for such redemption. At least Thirty (30) days' notice of every such redemption shall be given to the holders of record of the stock to be redeemed, in such a manner as shall be provided in the By-Laws of this corporation, or from time to time by resolution of its Board of Directors. If at any time this corporation shall determine to redeem less than the whole amount of its preferred stock then outstanding, the particular stock to be redeemed shall be ascertained in such manner as shall be provided in its By-Laws, or from time to time by resolution of its Board of Directors. Except as herein otherwise specifically provided, the Board of Directors shall have full discretion to prescribe and regulate from time to time the procedure to be followed in and all details concerning the redemption of shares of the preferred stock.

(c) Out of any surplus profits of the corporation remaining after the payment of full dividends on the preferred stock for all previous dividend periods and after full dividends thereon for the then current annual dividend period shall have been declared and paid in full or provided for, then, and not otherwise, dividends may be declared upon the common stock.

(d) In the event of any liquidation, dissolution, or winding up of the corporation, the holders of the preferred stock shall be entitled to be paid in full the par value thereof, and all accrued unpaid dividends thereon, before any sum shall be paid to or any assets distributed among the holders of the common stock, but after payment to the holders of the preferred stock of the amounts payable to them as hereinbefore provided, the remaining assets and funds of the corporation shall be paid to and distributed among the holders of the common stock.

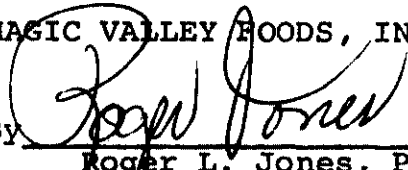
(e) Holders of common stock in this corporation shall be entitled to one vote for each and every share of common stock standing in his, her, or its

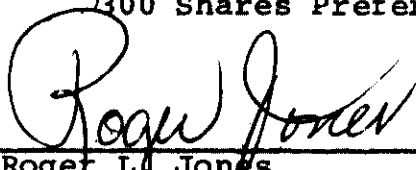
name at any and all meetings of the stockholders of the corporation. No holder of preferred stock shall be entitled to cast any vote on account of ownership of any such preferred stock; provided, however, that if at any time the corporation be in default of payment of accumulated dividends on such preferred stock and such default shall exist or shall have existed for Ninety (90) days, each holder of the preferred stock shall be entitled to one vote for each and every share of preferred stock standing in his, her or its name at any and all meetings of stockholders, and such voting rights shall continue until all accumulated dividends on preferred stock shall have been fully paid.

IN WITNESS WHEREOF the undersigned, all of the stockholders of Magic West, Inc. have set my hand this 8th day of April, 1977.

MAGIC VALLEY FOODS, INC.

By


Roger L. Jones, President
300 Shares Preferred Stock


Roger L. Jones
3500 Shares of Common Stock

We, the undersigned, President and Secretary of Magic West, Inc., an Idaho Corporation, hereby certify that the foregoing Consent to Amendment of Articles of Incorporation of Magic West, Inc. has been executed by all the outstanding shareholders of the corporation on the date hereof.



Roger L. Jones, President

ATTEST:


Richard Maggard, Secretary

Subscribed and sworn to before me this 8th day of
April, 1977.

(SEAL)


Notary Public
Residing at Rupert, Idaho
My Commission Expires: 9-1-78