

CERTIFICATE OF INCORPORATION
OF

MATSUI FARMS, INC.

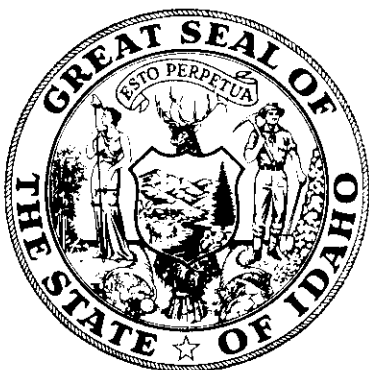
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MATSUI FARMS, INC.

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: April 21, 1963



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

MATSUI FARMS, INC.

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SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of this corporation is MATSUI FARMS, INC.

ARTICLE II.

The objects and purposes for which this corporation are formed are:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act..

ARTICLE III.

The corporation shall have perpetual existence.

ARTICLE IV.

The location and address of the registered office of the corporation shall be, and is Route 8, Box 268, Caldwell, Idaho, and the name of its initial registered agent at such address is Harry H. Matsui.

ARTICLE V.

The amount of the capital stock of the corporation shall be, and is \$5,000.00 divided into 5,000 shares. Each such share shall have a par value of \$1.00. Said stock shall be and

is nonassessable.

ARTICLE VI.

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

<u>Name</u>	<u>Address</u>	<u>No. of shares</u>
Harry H. Matsui	Rte 8, Box 268 Caldwell, ID 83605	2500
May T. Matsui	Rte 8, Box 268 Caldwell, ID 83605	2500

ARTICLE VII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII.

(a) The corporation shall not have a board of directors, but shall be run and managed directly by the shareholders.

(b) The incorporators set forth above are the only shareholders of the corporation.

ARTICLE IX.

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any directors, individual or any firm of

which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21 day of April, 1983.

Harry H. Matsui
HARRY H. MATSUI

May T. Matsui
MAY T. MATSUI

STATE OF IDAHO)
 : SS.
County of Ada)

On this 21 day of April, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared Harry H. Matsui and May T. Matsui, known 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 in this certificate first above written.

Bette Wardle
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho