

State of Idaho

Department of State.

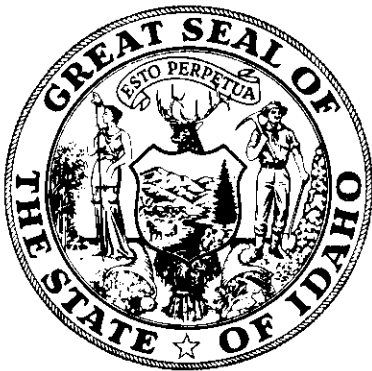
CERTIFICATE OF INCORPORATION OF

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 _____

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 _____, 19__.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

MART PRODUCE CORPORATION

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is MART PRODUCE CORPORATION.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000.

FIFTH: The amount of the total authorized capital stock of this Corporation is 10,000 shares with \$10.00 par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and not assessable and the holder of such shares shall not be liable for any further payment thereon.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are:

Section 1. MEETINGS OF SHAREHOLDERS: Meeting of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absense of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. CODE OF BY-LAWS: The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend, or repeal the Code of By-Laws or to adopt a new Code of By-Laws shall be contained in the Code of By-Laws and the Code of By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 3. AMENDMENTS OF ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, and any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho; and all rights conferred upon shareholders by the Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation.

SEVENTH: The address of the initial registered office of the corporation is Route # 4, Rupert, Idaho, and the name of its initial registered agent at such address is Raymond L. Commons.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is 2, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--------------------------------|
| Herbert W. Poteet | Route # 4, Rupert, Idaho 83350 |
| Raymond L. Commons | Route # 5, Rupert, Idaho 83350 |

NINTH: The name and address of each incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--------------------------------|
| Raymond L. Commons | Route # 5, Rupert, Idaho 83350 |
| Herbert W. Poteet | Route # 4, Rupert, Idaho 83350 |

DATED this 10th day of January, 1980.

Raymond L. Commons
Raymond L. Commons - Incorporator

Herbert W. Poteet
Herbert W. Poteet - Incorporator

STATE OF IDAHO)
) ss.
County of Minidoka)

On this 10th day of January, 1980, before me, the undersigned Notary Public in and for said State, personally appeared RAYMOND L. COMMONS and HERBERT W. POTEET, known to me to be the Incorporators of Mart Produce Corporation and 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.

Brent T. Robinson
Notary Public for Idaho
Residing at Rupert, Idaho

(SEAL)