

Nov 17 4 17 PM '99

SECRET

RESTATED AND
AMENDED ARTICLES OF

INCORPORATION OF

VEASY SEEDING, INC.

FILED

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STATE OF IDAHO

Pursuant to Idaho Code § 30-1-1001 et. seq. of the Idaho Business Corporation Act, the undersigned corporation adopts the following Amended Articles of Incorporation.

FIRST: The name of the corporation is VEASY SEEDING, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is to hydroseed, plus any other purpose 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 one hundred (100) shares, which stock shall be without par value.

FIFTH: The address of the registered offices of the corporation and the registered agent is:

Angela Veasy
4300 E. Driftwood Dr.
Meridian, Idaho 83642

SIXTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who will serve as directors until the next annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

Pat Veasy

4300 E. Driftwood Dr.
Meridian, Idaho 83642

IDAHO SECRETARY OF STATE

11/19/1999 09:00
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Angela Veasy

4300 E. Driftwood Dr.
Meridian, Idaho 83642

SEVENTH: The names and addresses of each incorporator is:

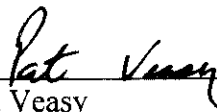
NAME

ADDRESS

Angela Veasy

4300 E. Driftwood Dr.
Meridian, Idaho 83642

DATED this 16 day of November, 1999.



Pat Veasy
Director

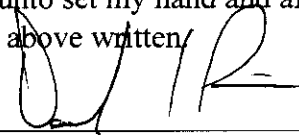


Angela Veasy
Director

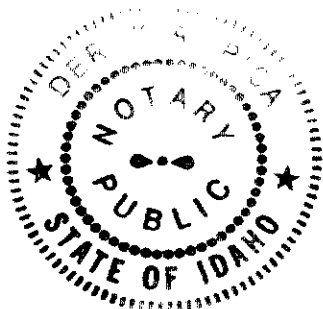
STATE OF IDAHO)
) ss.
County of Ada)

On this 16TH day of November, 1999, before the undersigned, a Notary Public for said State and County, personally appeared Pat Veasy and Angela Veasy, known to me to be the persons whose names are subscribed to the foregoing 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.



NOTARY PUBLIC FOR IDAHO
Residing at: Boss
My Commission Expires: 2004



ORGANIZATIONAL MEETING OF THE SHAREHOLDERS
AND BOARD OF DIRECTORS OF
VEASY SEEDING, INC.

The Organizational Meeting of the shareholders and Board of Directors of Veasy Seeding, Inc., an Idaho Corporation, having been called by the initial incorporator named in the Articles of Incorporation pursuant to written notice, was held on the 16th day of November, 1999, at 8:00 p.m. at Boise, Idaho.

Present were: Pat Veasy and Angela Veasy.

Pat Veasy was chosen temporary chairman and Angela Veasy was chosen temporary Secretary of the meeting.

It was moved, seconded and unanimously carried that the following be elected as Directors of the corporation:

Pat Veasy
Angela Veasy

The Secretary, by direction of the Chairman, read the proposed By-Laws, a copy of which appears in the book of By-Laws contained in the Minute book of the Corporation, and the same upon motion duly made, seconded and unanimously carried were adopted by the Directors as the By-Laws of the Corporation.

It was moved, seconded and unanimously carried that until changed by the Board of Directors of the corporation, Angela Veasy will be designated as the Registered Agent of the corporation in the State of Idaho.

It was moved, seconded and unanimously carried that the seal, as imprinted on the margin of these minutes, be adopted as the seal of the corporation.

A motion was duly made, seconded and unanimously carried that the following named persons be elected to the offices set opposite their names:

Angela Veasy
Pat Veasy
Pat Veasy
Angela Veasy

President
Vice President
Secretary
Treasurer

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11/19/1999 09:00
CK: 6129 CI: 105663 DI: 267568
1 @ 30.00 = 30.00 AMEND PROF # 2

The President of the corporation then declared the organization of the

corporation fully completed and the same competent to transact the business for which it was organized.

The following resolution was read:

RESOLVED that this corporation open an account with U.S. Bank located at Five Mile Road and Fairview Avenue in Boise, Idaho, and that Angela Veasy, President and Treasurer, or Pat Veasy, Vice President and Secretary, be, and are hereby authorized to sign checks and drafts for and on behalf of this corporation, and that each of them be, and thereby is, authorized to endorse notes, checks and drafts payable to this corporation, until such time as the authority hereby conferred is revoked by the receipt of written notice of such revocation by said bank.

FURTHER RESOLVED, that this corporation agrees with said bank that all funds deposited with said bank shall be governed by all rules and regulations printed in the passbook issued in connection with said account or accounts, any amendments or additions thereto, and by regulations and by-laws passed or hereafter to be passed by the Board of Directors of said bank.

Upon motion duly made and seconded, the following resolution was unanimously adopted.

The following resolution was read:

BE IT RESOLVED, that the President, Vice President and Treasurer of this corporation, or his/her successors in office, or any one of them, be and they hereby are authorized for, on behalf of, and in the name of this corporation to:

(a) Negotiate and procure loans up to an amount not exceeding \$500,000.00 in the aggregate at any one time outstanding;

(b) Discount with said bank, commercial or other business paper belonging to this corporation, made or drawn by or upon third parties, without limit as to amount;

(c) Give security for any liabilities of this corporation to said bank by pledge or assignment or a lien upon any property, tangible or intangible, or this corporation; and

(d) Execute in such forms as may be required by the bank all notes and other evidences of such loans, all instruments of pledge, assignment or lien, and that none of the same shall be valid unless so signed or endorsed; provided, however, that the endorsement of promissory notes discounted may be affected by any one of them.

WHEREAS, Pat Veasy and Angela Veasy have authorized transfer to the corporation of certain assets owned by them, all subject to the liabilities against the same, if any. In exchange for the issuance to each of them stock representing their initial subscription and additional stock, as follows: Forty Nine (49) shares to Pat Veasy and Fifty One (51) shares to Angela Veasy.

Upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

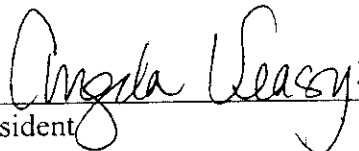
WHEREAS, the shareholders and directors will undertake the necessary steps to have the corporation taxed as an "S" Corporation pursuant to the Internal Revenue Code of 1986.

Upon motion duly made and seconded, the following resolution was unanimously adopted by a vote of 100 shares to 0:

RESOLVED that the Articles of Incorporation be amended as set forth in Exhibit "A" attached hereto.

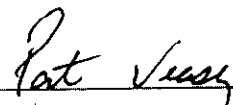
The undersigned shareholders, directors and officers, by their signatures, do hereby waive any notice of the foregoing meeting.

There being no further business, the meeting was adjourned.



President

ATTEST:



Secretary