



CERTIFICATE OF INCORPORATION
OF

APEX COMMODITIES INCORPORATED

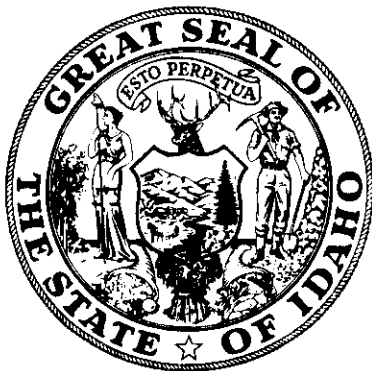
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

APEX COMMODITIES INCORPORATED,

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 May 20, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
FOR APEX COMMODITIES INCORPORATED

NAME OF CORPORATION

The name of the corporation shall be Apex Commodities Incorporated.

DURATION

The duration of this corporation shall be perpetual.

PURPOSES

The purposes for which the corporation is organized are;

1. To buy, sell, own, hold, consign, rent, lease, remodel, or otherwise deal with properties, real or personal; to contract to build or improve properties real or personal of every kind and nature, either within the State of Idaho or any other state or in any foreign country.
2. To operate any business concessions or other enterprises for the purpose enumerated in the foregoing paragraph, including the use of the name "Apex Commodities Incorporated" and any other titles or names or business for the foregoing enumerated purposes.
3. To buy, rent, lease, encumber, or deal in any interest in real or personal property including buildings of any and every kind or character whatsoever or wheresoever situated.
4. To subscribe for, purchase or otherwise acquire or own, to hold, sell, assign, transfer, pledge, mortgage or otherwise deal in and with stocks, bonds, securities of other companies or corporations.
5. To purchase, or otherwise acquire, and hold for investment or otherwise or trade in or with stocks, bonds, promissory notes and other securities or evidence of indebtedness of individuals, partnerships, or corporations.
6. To borrow or loan money on a secured or unsecured basis and to secure any such borrowing by pledge, mortgage or otherwise.
7. To vote stock owned by this corporation or to exercise any and all rights connected therewith.
8. To make and enter into contracts and agreements of any and all kinds for the carrying on of its work and business.
9. To maintain and operate offices and/or places of business within the State of Idaho or elsewhere for the purpose of transacting the business of the Corporation.

10. To build, manufacture, patent, sell, buy, consign, etc., any and all products of any kind whatsoever.

11. The foregoing clauses shall be construed both as objects and power, but not recitation, expression or declaration of specific, general or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby declared that all other lawful powers, not inconsistent therewith and not herein expressly prohibited are hereby included.

AUTHORIZED CAPITAL

	<u>Amount</u>	<u>No. of Shares</u>	<u>Par Value</u>
Common:	\$25,000.00	25,000	\$1.00

PREFERENCES

Dividends of this corporation shall issue upon two-thirds vote of the Board of Directors so long as corporate capital is not unlawfully impaired. Upon redemption, the redeemed shares may be either cancelled or reissued.

LIQUIDATION OR DISSOLUTION

Upon motion of any shareholder of record, the Corporation may buy at the offered price of said shareholder, said shareholder's stock. Or if the Corporation refuses said shareholder's offer to sell, the Corporation must offer sufficient stock at the offered price that moving shareholder may acquire an absolute majority of stock of the Corporation at the offered price. Be it further provided, that the Corporation shall have the first refusal of any stock of this Corporation offered for sale.

VOTING RIGHTS

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

No corporate business shall be transacted prior to a total amount of one thousand dollars (\$ 1,000.00) being received by the corporation as consideration of issuance of corporate shares.

Preemptive rights and the right of cumulative voting are available to all shareholders. The Board of Directors of the Corporation shall consist of three (3) directors and the first directors an incorporators of the corporation all of which have subscribed to one or more shares have been determined to be:

Paul L. Lower

540 West Oneida
Preston, Idaho 83263

Michael P. Lower

215 South 300 East
Preston, Idaho 83263

Arden W. Lauritzen

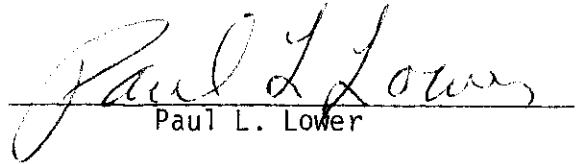
180 North 100 East
Logan, Utah 84321


Pedro Garcia

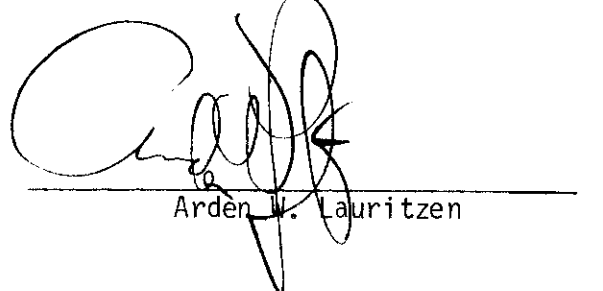
R. F. D. 1
Franklin, Idaho 83237

REGISTERED OFFICE

The principal place of business of the corporation and it's initial registered office in the State of Idaho is located at 215 South 300 East, Preston, Idaho 83263. The name of the corporation's original registered agent at that address is Michael P. Lower.


Paul L. Lower


Michael P. Lower


Arden W. Lauritzen


Pedro Garcia

ACKNOWLEDGEMENT

COME NOW Paul L. Lower, Michael P. Lower, Arden W. Lauritzen and Pedro Garcia, and being first duly sworn on their oath acknowledge that they have signed the Articles of Incorporation of Apex Commodities Incorporated and their signatures appear thuson.

Paul L. Lower

Michael Lower

Arden W. Lauritzen

Pedro Garcia

Personally appeared before me Paul L. Lower, Michael P. Lower Arden W. Lauritzen and Pedro Garcia and being first duly sworn did acknowledge their signatures on this document in writing on this 16th day of May, 1981.

Alice L. King
NOTARY PUBLIC

Commission expires: Dec. 5, 1982
Residing at: Logan, Utah