

106191

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

ORION ENTERPRISES, INC.
dba ORION FOOD SYSTEMS

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ORION ENTERPRISES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to ORION ENTERPRISES, INC. to transact business in this State under the name ORION FOOD SYSTEMS and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 2, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
SEC. OF STATE (Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is ORION ENTERPRISES, INC.
2. The name which it shall use in Idaho is ORION FOOD SYSTEMS
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of South Dakota
4. The date of its incorporation is 10-20-93 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2930 West Maple St., PO Box 780, Sioux Falls, SD 57107
6. The address to which correspondence should be addressed, if different from that in item 5. 115 West College Drive, Marshall, MN 56258
7. The street address of its proposed registered office in Idaho is 300 North Sixth St., Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: General purposes including manufacturing and distributing food products.

(Continued on reverse)

Submit application and certificate of authority to:

IDAHO SECRETARY OF STATE
19940318 0900 63960 2
Office of the Secretary of State #: CK #: 401393 CUST# 32457
Division of Corporations
Statehouse, Room 206
Boise, Idaho 83720
CORP 10 60.00= 60.00

Secretary of State use only

IDAHO SECRETARY OF STATE
19940318 0900 63960 2
CK #: 401393 CUST# 32457
CORP 10 60.00= 60.00

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Jeff Okerlund	President/Director/ Treasurer	2930 West Maple St., Sioux Falls, SD 57107
Steve Watkins	Vice President/Director	2930 West Maple St., Sioux Falls, SD 57107
John P. McGuire	Secretary	115 West College Drive, Marshall, MN 56258

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: February 18, 1994

ORION ENTERPRISES, INC.

(Corporation name)

By

Steve Watkins

Vice President

its President/Vice President (please specify)

and

John P. McGuire

Secretary

its Secretary/Assistant Secretary (please specify)

STATE OF Minnesota)

COUNTY OF Lyon)

ss:

I, JoAnn Reynolds, a notary public, do hereby certify that on this 18th day of February, 19 94, personally appeared before me John P. McGuire, who being by me first duly sworn, declared that (s)he is the Secretary of ORION ENTERPRISES, INC.

that (s)he signed the foregoing documents as Secretary of the corporation and that the statements therein contained are true.



JoAnn Reynolds
Notary Public

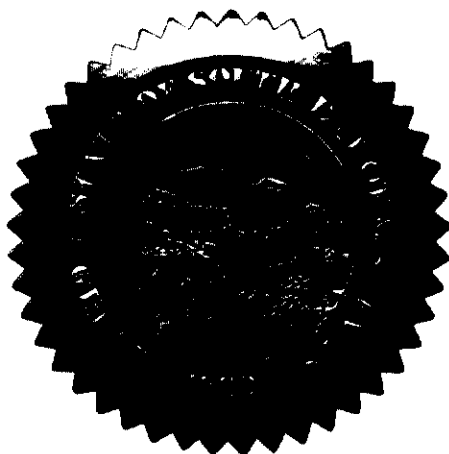
94 MAR 18 AM 10:10 STATE
State of South Dakota



**OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF GOOD STANDING
DOMESTIC CORPORATION**

I, Joyce Hazeltine, Secretary of State of the State of South Dakota, do hereby certify that ORION ENTERPRISES, INC. was duly incorporated under the laws of this state on October 20, 1993.

I, further certify that said corporation has complied with the laws of this State relative to the formation of corporations of its kind and is now a regularly and properly organized and existing corporation under the laws of this State and is in good standing, as shown by the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this February 22, 1994.

Joyce Hazeltine

JOYCE HAZELTINE
Secretary of State

RECEIVED
SEC. OF STATE
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ACTION BY UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF ORION ENTERPRISES, INC.
IN LIEU OF SPECIAL MEETING

We, the undersigned, being all of the directors of Orion Enterprises, Inc., a South Dakota corporation, do hereby by this writing, made pursuant to Section 47-5-11 of the South Dakota Codified Laws, adopt the following resolutions:

WHEREAS, Orion Enterprises, Inc. filed with the Idaho Secretary of State the Certificate of Authority documents. The Secretary of State refused the Certificate of Authority due to a prior registration of the name Orion Enterprises, Inc.

WHEREAS, Orion Enterprises, Inc. wishes to adopt the fictitious or assumed name Orion Food Systems for use in the state of Idaho.

RESOLVED, that Orion Food Systems be adopted as the fictitious or assumed name of Orion Enterprises, Inc. in the state of Idaho.

Dated as of this 25th day of April, 1994.


Jeffrey L. Okerlund


Steven K. Watkins