

State of Idaho

Department of State

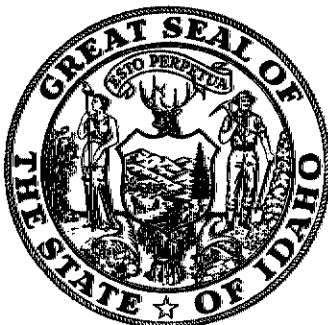
CERTIFICATE OF AUTHORITY OF

P S SOUTHERN INC
File number C 107127

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of P S SOUTHERN 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 P S SOUTHERN INC to transact business in this State under the name P S SOUTHERN INC and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 26, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(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:

SECRETARY OF STATE

1. The name of the corporation is P S Southern, Inc.

2. The name which it shall use in Idaho is _____

(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 Alabama

4. The date of its incorporation is 9/15/88 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

3737 Government Blvd Mobile, Al

6. The address to which correspondence should be addressed, if different from that in item 5.

8910 Purdue Road, Suite 260, Indianapolis, Indiana 46268

7. The street address of its proposed registered office in Idaho is 816 Sherman Avenue

Coeur d'Alene, ID, and the name of its proposed registered agent in Idaho at that address is Peter C. Erbland

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Sale of peas and lentils

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

Name	Office	Address
<u>Catherine M. Fields</u>	<u>President</u>	<u>8910 Purdue Rd, Suite 260 Indianapolis, Indiana</u>
<u>Thomas R. Hayth</u>	<u>Secretary</u>	<u>8910 Purdue Rd, Suite 260 Indianapolis, Indiana</u>

<u>Catherine M. Fields</u>	<u>Director</u>	<u>Indianapolis, Indiana</u>
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

X Dated: JULY 25 1994

PS Southern, Inc.
(Corporation name)

X By Catherine Fields Pres
its President/Vice President (please specify)

X and Theresa Secy
its Secretary/Assistant Secretary (please specify)

STATE OF Indiana)
) ss:
COUNTY OF Marion)

I, Marie E Thatcher, a notary public, do hereby certify that on this 25th day of July, 19 94, personally appeared before me Catherine Fields, who being by me first duly sworn, declared that (s)he is the President of PS Southern, Inc.

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

Marie E Thatcher
My Commission Expires: 11/26/1996 Notary Public County of Residence Boone

SEC. OF STATE

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NO. D 8227

State of Alabama Department of Revenue

Certificate of Good Standing Domestic Corporation

I, Ernest J. Broadhead, Chief of the Franchise Tax Division of the Alabama Department of Revenue, hereby certify that the records of said Alabama Department of Revenue show that P. S. SOUTHERN INC, a domestic corporation, incorporated in Mobile County on September 15, 1988 has to date made all returns and paid all domestic corporation franchise tax and permit fee due as required by Section(s) 40-14-22 and 40-14-40 Code of Alabama 1975, and is in good standing as a domestic corporation.

IN WITNESS WHEREOF, I hereunto set my hand this
date of April 13, 1994.


Chief, Franchise Tax Division

ATTEST:


Secretary

