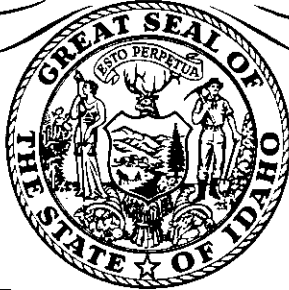


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

THE KENT CATTLE COMPANY

a corporation duly organized and existing under the laws of **Texas** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Thirtieth** day of **April** 19**64**, a properly authenticated copy of its articles of incorporation, and on the **Thirtieth** day of **April** 19**64**, a designation of **Paul B. Ennis** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **30th** day of **April**, A.D. 19 **64**.

Secretary of State.



The State of Texas
Secretary of State

I, CRAWFORD C. MARTIN, Secretary of State of the
State of Texas DO HEREBY CERTIFY that the attached is a true and correct
copy of the following described instruments on file in this office:

THE KENT CATTLE COMPANY

Articles of Incorporation

January 27, 1964



IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be im-
pressed hereon the Seal of State at my office in
the City of Austin, this

27th day of April, A. D. 1964

Crawford C. Martin
Secretary of State

199888

ARTICLES OF INCORPORATION

THE KENT CATTLE COMPANY

Corporate Name

LITTLEFIELD BUILDING, AUSTIN, TEXAS

Registered Office

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

Registered Agent

AUTHORIZED SHARES

200 Shares, npv

Filing Fee \$50.00

Existence	PERPETUAL
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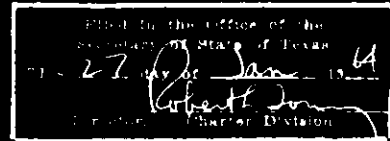
FILED IN THE OFFICE OF SECRETARY OF STATE OF THE STATE OF TEXAS

THIS 27 DAY OF January 1964

LEDGER NO. 150045

Dept.	Date	Initial
"Cert.	"	"
"	walker	ma
"	"	"
"Charter	2-14-64	12
"	CHAS. E. B.	"
"Mach. Acc."	"	"
"	A FEB 15 1964	"
"	SECTION CX.	"

ARTICLES OF INCORPORATION
OF
THE KENT CATTLE COMPANY



We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

COMPANY The name of the corporation is THE KENT CATTLE

ARTICLE TWO

petual. The period of duration of the corporation is per-

ARTICLE THREE

The purpose or purposes for which the corporation is organized, subject to the provisions of Part Four, Texas Miscellaneous Corporation Laws Act, are:

To engage generally in the business of raising cattle and owning land therefor including the ownership and operation of feed lots and feeding cattle.

To acquire by purchase, exchange, lease or otherwise and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, pledge or otherwise dispose of personal property of every class or description and rights and privileges therein wherever situated, so far as may be permitted by the laws of the State of Texas.

To manufacture, process, purchase, sell and generally to trade and deal in and with goods, wares and merchandise of every kind, nature and description, and to engage and participate in

any mercantile, industrial or trading business of any kind or character whatsoever, so far as may be permitted by the laws of the State of Texas.

To have all of the general powers granted to corporations organized under the laws of the State of Texas whether granted by specific statutory authority or by construction of law.

The foregoing clauses shall be construed as powers as well as purposes. The enumeration herein of specific purposes and powers shall not be held to limit or restrict in any way the general purposes and powers of the corporation. The matters specified in any clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of these Articles of Incorporation, but the purposes and powers specified in each of the clauses of this Article shall be regarded as independent purposes and powers.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Two Hundred, all of which are of one class and without par value.

The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of said shares without par value for such consideration as said Board of Directors may deem advisable, and any shares so issued and for which the consideration so fixed has been paid or delivered shall be deemed fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE FIVE

The corporation will not conduct business until it has received for the issuance of its shares contributions in cash, or in kind, or in property, consisting of money, or of real or personal property.

ARTICLE SIX

Shareholders of the corporation shall have the prerogative right to demand and Treasury shares of the corporation in accordance with the provisions of the Texas Business Corporation Act.

Activity 3: The 30-Second Sprint

APR 21 1964

present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation. Any contract, transaction or act of the corporation or of the directors, which shall be ratified by a majority of the votes cast, a quorum of the shareholders being present, at any annual meeting, or at any special meeting called for such purpose, shall in so far as permitted by law or by the Articles of Incorporation of the corporation, be as valid and as binding as though ratified by every shareholder of the corporation entitled to cast a vote; provided, however, that any failure of the shareholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its directors, officers, or employees, of its or their right to proceed with such contract, transaction or act.

ARTICLE NINE

The post-office address of the initial registered office of the corporation in the State of Texas is Littlefield Building, Austin, c/o The Prentice-Hall Corporation System, Inc., and the name of the initial registered agent of the corporation at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE TEN

The number of directors constituting the initial Board of Directors of the corporation is three, and the name and the address of each of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Morris H. Bergreen	600 Madison Avenue, New York, New York
Adele G. Bergreen	600 Madison Avenue, New York, New York
Bernard D. Bergreen	600 Madison Avenue, New York, New York

ARTICLE ELEVEN

The name and address of each of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Frances A. Wrigley	0 Broad Street, New York, New York
Arthur P. Bagby	Hittierfield Bldg., Austin, Texas
John C. Foshee	Hittierfield Bldg., Austin, Texas

ARTICLE TWELVE

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Texas at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all contracts and rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, we have hereunto set our hands on the date set opposite each of our names.

January 23, 1948

Frances A. Wrigley
Frances A. Wrigley

January 27, 1948

Arthur P. Bagby
Arthur P. Bagby

January 27, 1948

John C. Foshee
John C. Foshee

STATE OF NEW YORK
COUNTY OF NEW YORK

} SS.:

I, Roy A. Prediger, a notary public do hereby certify that on this 23rd day of January, 1944, personally appeared before me Frances A. Wrigley, who being by me first duly sworn declared that she is one of the persons who signed the foregoing document as incorporator, and that the statements therein contained are true.

Roy A. Prediger
Notary Public

STATE OF TEXAS

COUNTY OF TARRANT

SS.:

I, the undersigned, a notary public do hereby certify that on this 20th day of January, 1934, personally appeared before me, Arthur F. Deady and John D. Stacey, who are duly sworn, and they severally declared that they are two of the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Arthur F. Deady
Notary Public
John D. Stacey