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

SCOTT FINKS CO., INC.

a corporation duly organized and existing under the laws of Missouri 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 20th day of July 1965, a properly authenticated copy of its articles of incorporation, and on the 20th day of July 1965, a designation of Cy Holden, Jr. in the County of Bonneville 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 20th day of July, A.D. 1965.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

Foreign

STATE OF MISSOURI

DEPARTMENT OF STATE

To all to Whom these Presents shall Come:

I, JAMES C. KIRKPATRICK, *Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of*

CERTIFICATE OF INCORPORATION

AND

ARTICLES OF INCORPORATION

OF

SCOTT FINKS CO., INC.

as the same appears on file and of record in this office.

In Testimony Whereof, *I hereunto set my hand and affix the* **Great Seal** *of the State of Missouri. Done at the City of Jefferson, this* 14th *day of* July *A. D., Nineteen Hundred and* Sixty-Five.

SECRETARY OF STATE

DEPUTY SECRETARY OF STATE

STATE OF MISSOURI

No. 93570

Certificate of Incorporation

WHEREAS, An association organized under the name of Scott Finkel Co., Inc.

has filed in the office of the Secretary of State, Articles of Incorporation in writing as provided by law and has, in all respects, complied with the requirements of The General and Business Corporation Act of Missouri governing the formation of Private Corporations.

NOW, THEREFORE, I, WALTER H. TOBERMAN, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association has, on the date hereof, become a body corporate duly organized under the name of Scott Finkel Co., Inc.

and the address of its Initial Registered Office in Missouri is: 1212 Home Savings Building Kansas City and is entitled to all the rights and privileges granted to corporations organized under The General and Business Corporation Act of Missouri for a term of perpetual years, and that the amount of the Authorized Shares of said Corporation is 300 Common @ $100.00 par value Thirty Thousand Dollars.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 5th day of December A. D. Nineteen Hundred and Fifty Eight

(SEAL)

Walter H. Toberman
Secretary of State

By

Chief Clerk.

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ARTICLES OF INCORPORATION
OF
SCOTT FINKS CO., INC.

We, the undersigned, being natural persons of the age of twenty-one years or more and subscribers to the shares of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under "The General and Business Corporation Act of Missouri," do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: Scott Finks Co., Inc.

ARTICLE TWO

The address of its initial registered office in the State of Missouri is: 1212 Home Savings Building, Kansas City, Missouri, and the name of its initial registered agent at such address is: Sheldon P. Sandler.

ARTICLE THREE

The aggregate number of shares which the corporation shall have authority to issue shall be Three Hundred (300) of which Three Hundred (300) shares of the par value of One Hundred Dollars ($100.00) each, amounting in the aggregate to Thirty Thousand Dollars ($30,000.00) shall be capital shares.

ARTICLE FOUR

The number of shares to be issued before the corporation shall commence business is One Hundred (100) shares which are common par value shares and the consideration to be paid therefor and the capital with which the corporation will commence business is Ten Thousand Dollars ($10,000.00). Five Thousand Nine Hundred Dollars ($5,900.00) has been paid up in lawful money of the United States and Four Thousand One Hundred Dollars ($4,100.00) has been paid up in property in payment for shares of the corporation; an itemized description of such property, together with the cash value and location of each item therefor is as follows:

Personal property located at 203-204 Merchants-Produce Bank Building, Kansas City, Missouri:

3 Air Conditioners	$ 300.00
3 Typewriters	450.00
1 Adding Machine	150.00
1 Dictaphone	600.00
1 Check Protector	50.00
1 Postage Meter Machine	350.00
1 Duplicating Machine	250.00
1 Folding Machine	125.00
1 Scope Machine	25.00
Addressograph and 1,000 plates	50.00
1 Radio	125.00
1 Safe	100.00
5 Desks	200.00
5 Desk Chairs	75.00
6 Office Chairs	90.00
1 Radio Table	20.00
1 Metal Typewriter Table	10.00
4 Wooden Tables	15.00
3 Metal Filing Cabinets	45.00
1 1955 President Studebaker	1,070.00
	$ 4,100.00

ARTICLE FIVE

The names and places of residence of the shareholders and the number of shares of each class subscribed by each are:

Names	Residences	No. of Shares
Sheldon P. Sandler	309 East 67th Street, K.C.,Mo.	35
Bernard L. Balkin	7425 Cherokee Drive, P.V., Ks.	35
Irving Achtenberg	1028 West 70th, K.C., Mo.	30

ARTICLE SIX

The number of directors to be elected at the first meeting of the shareholders is 3.

ARTICLE SEVEN

The duration of the corporation is perpetual.

ARTICLE EIGHT

This corporation is formed for the following purposes:

(1) To engage in the business of buying, selling, preparing for the market and generally dealing in produce and commodities of every kind, class and description.

(2) To buy, sell, package, grade, prepare for market and generally deal in farm products of every kind, class and description.

(3) To carry on the business of dealers, commission men, agents, brokers, distributors and any other function in dealing with livestock of any nature, farm produce of any kind, produce and commodities of any kind, and any and all branches of such respective trades or business.

(4) To erect, build, lease and rent warehouses, cold storage facilities, sheds or other buildings or space including office facilities necessary or expedient for carrying out the purposes aforesaid.

(5) To take, purchase, or otherwise acquire, and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of by it under the laws of the State of Missouri.

(6) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, shops, offices, warehouses, factories, mills, machinery and plants, and any and all other structures and erections which may in the judgment of the Board of Directors, at any time be necessary, useful or advantageous, for the purposes of the corporation, and which can lawfully be done under the laws of the State of Missouri.

(7) To purchase, sell, manufacture, and deal in all kinds of materials and goods, wares, and merchandise, and to carry on any other lawful trade or business incident or proper for use in connection with the purchase, sale, ownership, maintenance, and management of a commission, produce, sales or brokerage business.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Missouri, and of the objects and purposes hereinbefore stated, it is expressly provided that the Corporation shall also have the following powers:

> To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer or otherwise dispose of, trade and deal in and with goods, wares, and merchandise, and articles of commerce of every kind and description.
>
> To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of the capital stock, scrip, or any voting trust certificates in respect of the shares of capital stock of, or any bonds, mortgages, securities, or evidence of indebtedness issued or created by, and other corporation, joint stock company, or association, public or private, or of the government of the United States of America, or of any foreign government, or of any state, territory, municipality, or other political subdivision or of any governmental agency; and to issue in exchange therefor, in the manner permitted by law, shares of the capital stock, bonds, or other obligations of the Corporation; and while the holder or owner of any such shares of capital stock scrip, voting trust certificates, bonds, mortgages, or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote thereon.

To purchase, lease, or otherwise acquire, and to hold, exercise, and enjoy, in its own name or in the name of the person, firm, company, or companies hereinafter referred to, all or any of the property, franchises, good will, rights, powers, and privileges held or enjoyed by any person or firm, or by any company or companies, and to undertake the liabilities of any such person, firm or company.

To take part in the management, supervision, or control of the business or operation of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents.

To pay out of the funds of the Corporation all costs and expenses of, and incidental to, the incorporation and organization of the Corporation.

To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trade-marks, trade names, copyrights, patents, invention, improvements, and processes used in connection with or held under letters patent of the United States, or elsewhere, which may be used in connection with or appertaining to any kind of business hereinbefore set forth and described; and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trade-marks, trade names, copyrights, patents, licenses, processes, and the like, or any such property or rights.

To purchase, hold, cancel, reissue, sell and transfer its own shares, bonds, or other evidences of indebtedness, insofar as the same may be permitted by law.

To advance or lend money with or without security to, and otherwise aid by endorsement, guaranty, or otherwise, any corporation, company, association, partnership, or trust, any of the shares, stocks, bonds, evidences of indebtedness of, or interest in, or securities or obligations of which shall have been acquired or contracted for by the Corporation, or in which, or the business of which, the Corporation shall have directly or indirectly any interest (including without limitation the power to guarantee the performance of any undertaking or obligation or the payment of dividends on stock or shares), and to discharge and cancel without payment any indebtedness thus arising.

To borrow or raise monies for the business of the Corporation and any and all of its purposes and objects, upon such terms as the Board of Directors may determine and the law permit.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under the act hereinafter referred to, or any amendment thereof, or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article Eight of this Certificate of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this article, or of any other article of this Certificate of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands this [illegible] day of [illegible], 1958.

Sheldon P. Sandler

Bernard L. Balkin

Irving Achtenberg

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

The undersigned, Sheldon P. Sandler, Bernard L. Balkin and Irving Achtenberg, being all of the incorporators of Scott Finks Co., Inc., being duly sworn, upon their oaths, each did say that the statements and matters set forth in the foregoing Articles of Incorporation are true, and that they know the property described in Article IV of said Articles of Incorporation and taken in payment of shares of the corporation and the value placed on the same is the actual cash value of said property.

Sheldon P. Sandler

Bernard L. Balkin

Irving Achtenberg

Subscribed and sworn to before me this 4th day of [illegible], 1958.

My Commission Expires July 8, 1960

Notary Public

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

On this 4th day of [illegible], 1958, before me personally appeared Sheldon P. Sandler, Bernard L. Balkin and Irving Achtenberg, to me known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above mentioned.

My Commission Expires July 8, 1960

Notary Public

[illegible]

DEC 8 - 1958

[illegible] Secretary of State