



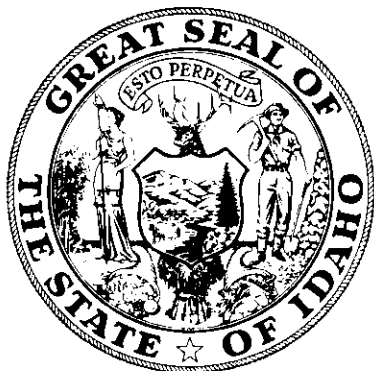
CERTIFICATE OF AUTHORITY
OF

SANTE FE INVESTMENTS, INC.

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

Dated February 16, 1984.



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 SANTA FE INVESTMENTS, 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 Montana

4. The date of its incorporation is October 23, 1978 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

115 W. Second Ave., P.O. Box 1047, Big Timber, Montana 59011

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

265 Santa Helena, P.O. Box AG, Solana Beach, California 92075

7. The street address of its proposed registered office in Idaho is Sun Valley Realty, On the Mall, Sun Valley, Idaho 83353, and the name of its proposed

registered agent in Idaho at that address is William E. Norris

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

To engage in the ranching business and any other lawful business, except banking and insurance.

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

Name	Office	Address
<u>Theodore E. Gildred</u>	<u>Pres. & Dir.</u>	<u>265 Santa Helena Solana Beach, CA 92075</u>
<u>John J. Parks</u>	<u>Ex. V.P., Sec'y & Dir.</u>	<u>265 Santa Helena Solana Beach, CA 92075</u>
<u>David A. Fogg</u>	<u>Treas., Ass't. Sec'y & Dir.</u>	<u>265 Santa Helena Solana Beach CA 92075</u>
<u>Maria C. Trudeau</u>	<u>Ass't Sec'y</u>	<u>265 Santa Helena Solana Beach CA 92075</u>

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
1,000	Common	without par value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
1,000	Common	without par value

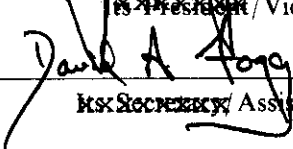
12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: February 8, 1984

SANTA FE INVESTMENTS, INC.

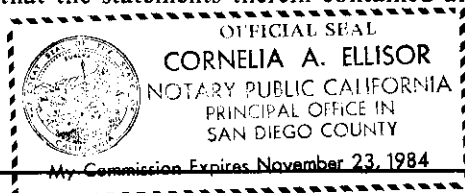
By 
~~President~~ / Vice President (please specify)

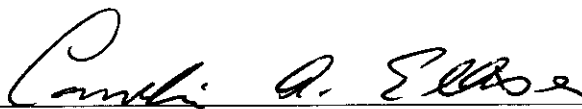
and 
~~Secretary~~ / Assistant Secretary (please specify)

STATE OF CALIFORNIA)
)ss
COUNTY OF SAN DIEGO)

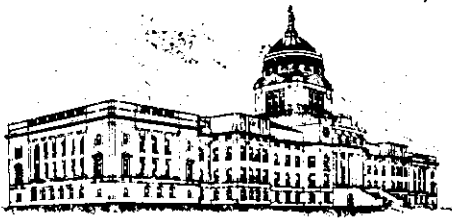
I, Cornelia A. Ellisor, a notary public, do hereby certify that on this 8th day of February, 1984, personally appeared before me JOHN J. PARKS, who being by me first duly sworn, declared that he is the Vice President of Santa Fe Investments, Inc. and DAVE A FOGG, being the Assitant Secretary of Santa Fe Investments, Inc.

that he signed the foregoing document as Executive Vice President of the corporation and that the statements therein contained are true.




Notary Public

Office of the Secretary of State



STATE OF MONTANA

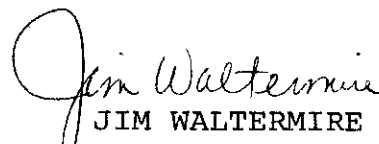
Jan 16 2 01 PM '84

I, **JIM WALTERMIRE**, Secretary of State of the State of Montana, do hereby certify that on
October 23, 1978
SANTA FE INVESTMENTS, INC.

duly filed its Articles of Incorporation in this office and on said date was created a body politic and corporate.

I further certify that no notice or decree of dissolution has been placed on record in this office by said corporation and that so far as my records indicate the corporation is in good standing under the laws of the State of Montana and authorized to transact its business and conduct its affairs in this State.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State of Montana, at Helena, the Capital,
this 31st day of January
A.D. 19 84.


JIM WALTERMIRE
Secretary of State

by  Deputy

SECRETARY OF STATE
STATE OF MONTANA

FEB 15 2 41 PM '84
STATE OF MONTANA
SECRETARY OF STATE

Jim Waltermire
Secretary of State

State Capitol
Helena, Montana 59620

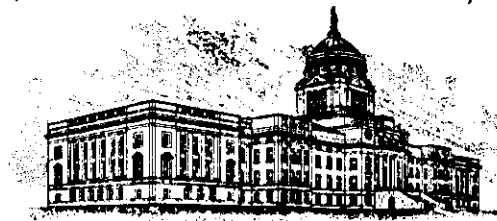
CERTIFICATION

I hereby certify that the attached is a true and complete copy
of the 10 page document(s) on file in this office.

DATED: January 31, 1984

Jim Waltermire
SECRETARY OF STATE
Florence Almaguel
Deputy

Office of the Secretary of State



OF THE STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

SANTA FE INVESTMENTS, INC.

duly executed pursuant to the provisions of Section 15-2247 of the Revised Codes of Montana, have been received in my office and are found to conform to law.

NOW, THEREFORE, I, FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

SANTA FE INVESTMENTS, INC.

and attach hereto a duplicate original of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 23rd

(GREAT SEAL)

day of October A.D. 1973

Frank Murray
FRANK MURRAY

Secretary of State

Leonard C. Larson
By LEONARD C. LARSON
Chief Deputy

ARTICLES OF INCORPORATION

OF

SANTA FE INVESTMENTS, INC.

271130
STATE OF MONTANA

FILED

OCT 23 1978

FRANK MURRAY

SECRETARY OF STATE

By Matthew W. Brown
Deputy

The undersigned natural person of legal age, acting as incorporator under the provisions of the Montana Business Corporation Act (this act as amended from time to time is referred to herein as the "Act"), adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is "SANTA FE INVESTMENTS, INC.".

ARTICLE 2

PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE 3

PURPOSES AND POWERS

SECTION 3.01. Purposes. The purposes for which the corporation is organized are as follows:

Clause (a). To Engage in the Ranching Business.

To engage in the general ranching and farming business, and in connection therewith, but without limiting the generality thereof:

(i) To engage in and encourage agriculture, horticulture, animal husbandry and the raising, marketing and processing of their products and any other agricultural products; and

(ii) To improve the breed of domestic animals by importation, sale, or otherwise; and

(iii) To raise, buy, sell, broker, and otherwise deal in farm and agricultural products and commodities, including but not limited to the buying and selling of contracts or futures on such commodities or products.

Clause (b). To engage in any other lawful business.

Clause (c). Ancillary Purposes. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Act, by other law, or by these Articles

not forbidden by the Act, by other law, or by these Articles of Incorporation.

SECTION 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall have and exercise the following powers:

Clause (a). Statutory Powers: To have and exercise all the powers specified in the Act;

Clause (b). Capacity to Act: To have the capacity to act possessed by natural persons;

Clause (c). Officers, Agents, and Employees and Their Compensation. to elect or appoint officers and agents and to hire employees; to define their duties; to fix their compensation; and to pay pensions and establish pension plans, profit-sharing plans, and other incentive plans for any or all of its directors, agents, and employees;

Clause (d). Agency. To act as agent or representative for any domestic or foreign corporations, associations, partnerships, individuals, or other entities;

Clause (e). Dealing in Real Property. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character, and description whatsoever or any interest therein;

Clause (f). Dealing in Personal Property, Generally. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, manage, operate, mortgage, pledge, give as security, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property, tangible or intangible, and commodities of every kind, character, and description whatsoever or any interest in them;

Clause (g). Dealing in Securities, Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote, use, employ, sell, mortgage, lend, pledge, or otherwise deal in and dispose of shares or other interests in, or obligations of, other domestic or foreign corporations, associations,

partnerships, individuals, or other entities, including direct or indirect obligations or other securities of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality of them;

Clause (h). Dealing in Its Own Shares. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation in the manner and to the extent permitted by the Act and these Articles of Incorporation, but not to purchase or make payment for its own shares at a time when the Corporation is, or such purchase or payment would render it, unable to pay its debts as they become due in the usual course of business;

Clause (i). Dealing in Charters, Licenses, and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise, hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits (whether indeterminate or otherwise), certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations, including, but without limiting the generality thereof, authorizations and licenses to conduct public warehouses for commodities, or other personal property of all kinds, under the provisions of the Federal Warehouse Act and the Montana General Warehouse Act;

Clause (j). Dealing in Inventions, Copyrights, and Trademarks. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to them, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications for them.

Clause (k). Dealing in Good Will. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, use

assign, lease, sell, convey, or mortgage, either alone or in conjunction with others, the rights, property, and business of any domestic or foreign corporations, associations, partnerships, individuals, or other entities.

Clause (l). Entry Into Profit-Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic or foreign corporations, associations, partnerships, individuals, or other entities, and to enter into any general or limited partnership;

Clause (m). Contracts. To enter into, perform, terminate, and rescind contracts and other agreements;

Clause (n). Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals, or other entities;

Clause (o). Borrowing funds. To borrow or raise moneys from time to time, without limit as to amount; to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations thereunder by mortgage on, pledge of, or other security interest in the whole or any part of the assets of the Corporation, whether at the time owned or afterward acquired;

Clause (p). Loans of Funds, Generally. To lend money for its corporate purposes, invest and reinvest its funds from time to time, and to take and hold any property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation;

Clause (q). Loans to Employees. To lend money to its employees, other than its officers and directors, and otherwise assist its employees, officers, and directors; but to

make no loans secured by the shares of the Corporation;

Clause (r). Indemnification of Directors, Officers, and Employees. To indemnify any person made a party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director, officer, or employee of the Corporation, or of any corporation which he served in such capacity at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of the action, suit, or proceeding, or in connection with any appeal on it, and to reimburse any such person any amount paid upon any judgment or the reasonable costs of settlement of any such action, suit, or proceedings; but to make no indemnification or reimbursement in relation to matters as to which it shall be finally adjudged in this action, suit, or proceeding that the director, officer, or employee is liable for gross negligence or willful misconduct in the performance of duty to the Corporation; and

Clause (s). Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

SECTION 3.03. Construction of Powers. Each of the foregoing clauses of section 3.02 of this Article shall not be construed as purposes, but shall be construed as independent powers and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from the terms of any other clause of section 3.02. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

SECTION 3.04. Carrying Out of Purposes and Exercise of Powers in Any Jurisdiction. The Corporation may carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district, or possession of the United States, or foreign country.

SECTION 3.05. Direction of Purposes and Exercise of Powers by Directors. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

SECTION 3.06. Limiting Provision. Nothing contained in this Article shall be construed to authorize the Corporation to engage in the business of banking or insurance.

ARTICLE 4

AUTHORIZED SHARES

The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares without par value.

ARTICLE 5

SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the Corporation are not to be divided into classes.

ARTICLE 6

NO SHARES ISSUED IN SERIES

The Corporation is not authorized to issue shares in series.

ARTICLE 7

NO PREEMPTIVE RIGHTS

The shareholders do not have preemptive rights.

ARTICLE 8

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

SECTION 8.01. Directors Authority. In furtherance and not in limitation of the powers conferred by statute, the Board of

Directors is expressly authorized:

- (i) To adopt, amend or repeal the by-laws of the corporation;
- (ii) To authorize and cause to be executed mortgages and liens upon real and personal property of the corporation;
- (iii) To set apart out of any of the funds of the Corporation available for dividends a reserve for any proper purpose and to abolish any such reserve in the manner in which it was created.

SECTION 8.02. Transactions in Which Directors Have an Interest.

Any contract or other transaction between the Corporation and any firm of which one or more of its directors are members, or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

SECTION 8.03. Compensation of Directors. The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

SECTION 8.04. Amendments of Articles of Incorporation. The Corporation reserves the right from time to time to amend, alter, or repeal any provision in its Articles of Incorporation in any manner now or hereafter permitted by the Act or any other applicable statute.

ARTICLE 9

ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF

INITIAL REGISTERED AGENT

SECTION 9.01. Registered Office. The address of the initial registered office of the Corporation is 115 West Second Avenue, Big Timber, Montana 59011.

SECTION 9.02. Registered Agent. The name of the initial registered agent of the Corporation, an individual resident of the State of Montana whose business office is at the above address, is Richard W. Josephson,

ARTICLE 10

DATA RESPECTING DIRECTORS

SECTION 10.01. Initial Board of Directors. The initial Board of Directors shall consist of 3 members, who need not be residents of the State of Montana or shareholders of the Company.

SECTION 10.02. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
John J. Parks	735 Santa Camelia Solana Beach, California 92075
Gary E. Graves	16 East Roseland Drive La Jolla, California 92037
Ronald J. Parks	758 Santa Rufina Drive Solana Beach, California 92075

SECTION 10.03. Increase or Decrease of Directors: The number of Directors of the Corporation shall be not less than three. Subject to this limitation, the number of Directors may be increased or decreased from time to time by amendment of the Code of Bylaws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a provision in the Code of Bylaws fixing the number of directors, the number shall be three.

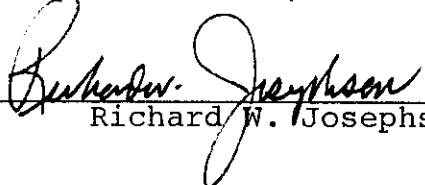
ARTICLE 11

DATA RESPECTING INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Richard W. Josephson	P.O. Box 1047 Big Timber, Montana 59011

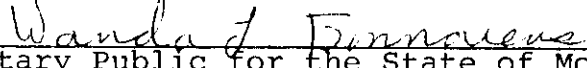
I, THE UNDERSIGNED, being the incorporator hereinbefore named,
for the purpose of forming a corporation pursuant to Montana law,
make this Certificate, hereby declaring and certifying that this is
my act and deed and the facts herein stated are true, and accordingly
have hereunto set my hand this 20th day of October, 1978.


Richard W. Josephson

STATE OF MONTANA)
 : ss.
County of Sweet Grass) ss.

I, the undersigned, a Notary Public for the State of Montana,
hereby certify that on the 20th day of October, 1978, personally
appeared before me RICHARD W. JOSEPHSON, who being by me first
duly sworn, declared that he is the person who signed the foregoing
document as incorporator, and that the statements therein contained
are true.

(SEAL)


Notary Public for the State of Montana
Residing at Big Timber, Montana
My Commission expires July 18, 1979