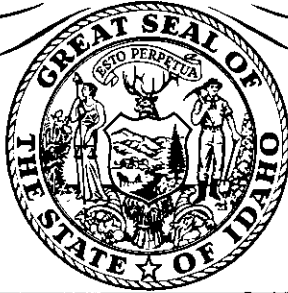


State of Idaho



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

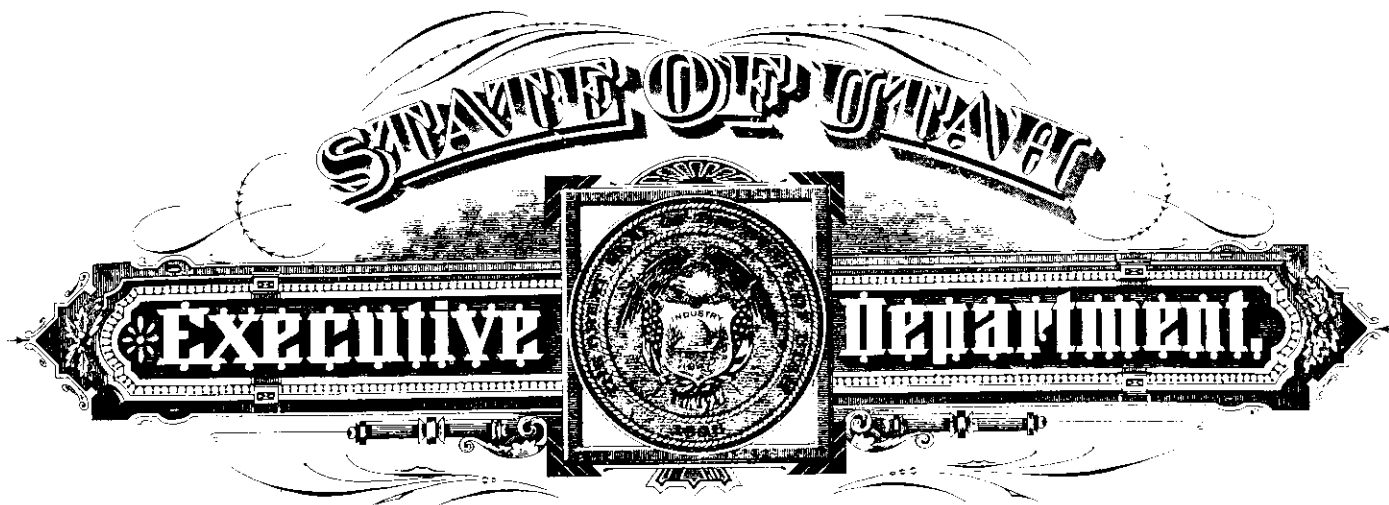
BILLINIS DISTRIBUTING CO.

a corporation duly organized and existing under the laws of **Utah** 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 **Nineteenth** day of **March** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Nineteenth** day of **March** 19 **64**, a designation of **J.L., T.H. or W.D. Eberlein** 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 **19th** day of **March**, A.D. 19 **64**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation as filed February 28, 1963 and a
copy of the Articles of Merger as filed January 30, 1964 of

BILLINIS DISTRIBUTING CO.

AS APPEARS OF RECORD IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Tenth DAY OF

March 19 64

Lamont F. Toronto

SECRETARY OF STATE

BY *Mendell L. Cottrell*

DEPUTY

40890

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ARTICLES OF INCORPORATION
OF
BILLINIS DISTRIBUTING CO.

FIRST: The name of the corporation is:

BILLINIS DISTRIBUTING CO.

SECOND: This corporation shall exist in perpetuity unless it is otherwise terminated by law, or by the voluntary action of the stockholders.

THIRD: The purposes for which the corporation is organized are as follows:

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copy-rights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust or persons, public or private, or by the government of the United States of America, or by any foreign government, or by the state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds, or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Utah upon corporations formed under the General Corporation Law of the State of Utah, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

FOURTH: The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of common stock of a par value of \$1.00 per share.

FIFTH: This corporation will not commence business until

consideration of the value of at least \$1,000.00 has been received by the corporation for the issuance of shares.

SIXTH: The general management of this corporation shall rest with the Board of Directors and such Board of Directors shall consist of not less than three in number. The Board of Directors is, and shall be, authorized to transact the business and exercise the corporate powers of the corporation.

To be qualified, a Director need not have, standing in his own name upon the books of the corporation, any shares of capital stock.

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

To make, alter or repeal the bylaws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole Board, to designate one or more committees, such committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

SEVENTH: Meetings of the Board of Directors, for the transaction of any business of the corporation, may be held at its principal place of business in the State of Utah, or at such other places outside of this state or elsewhere within the State, other than its principal place of business, as the Directors may, by Resolution or bylaws determine.

The Board of Directors may establish stated meetings, to be held in Salt Lake City, Utah, or elsewhere, at such times and at such places as it may determine, and after due notice to each member of the Board of Directors, of the establishment of the time and place of such stated meetings, no further notice need be given of such meetings.

At least a majority of the members of the Board of Directors shall constitute a quorum, and such quorum, by majority vote, is authorized to transact the business and exercise the corporate powers of the corporation.

A resolution in writing and signed by all of the members of the Board of Directors shall be and constitute action by the Board of Directors to the effect therein expressed, with the same force and effect as though such Resolution had been adopted at a duly convened meeting, and it shall be the duty of the Secretary to record each such Resolution in the minutes of the corporation under the proper date.

EIGHTH: The initial Board of Directors of the corporation shall consist of three persons, whose names and addresses are as follows, and who shall serve until the first annual meeting of shareholders, or until their successors shall be elected and qualified:

John Billinis, 1550 South Redwood Rd., Salt Lake City, Utah .
Rita Billinis, 1550 South Redwood Rd., Salt Lake City, Utah.
James P. Cowley, 1544 So. Redwood Rd., Salt Lake City, Utah.

NINTH: Meetings of stockholders may be held outside the State of Utah, if the bylaws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Utah, at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the corporation. Elections of Directors need not be by ballot unless the bylaws of the corporation so provide.

At all elections of Directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

TENTH: The stockholders of this corporation shall enjoy full preemptive rights as to the acquisition of additional shares of the corporation, whether the same be unissued and/or treasury stock.

ELEVENTH: The corporation by resolution of its Board of Directors shall have the right to purchase and own its own shares of stock.

TWELFTH: The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent

whatsoever.

THIRTEENTH: The corporation may enter into any kind of contract, or agreement, cooperative, or profit-sharing plan, with its officers or employees, that the directors may deem advantageous or expedient, or otherwise, to reward or pay persons for their services, as the Directors may deem fit.

FOURTEENTH: The Board of Directors of the corporation may from time to time declare, and the corporation may pay dividends on its outstanding shares in cash, property or its own shares.

FIFTEENTH: No contract or transaction entered into by the corporation shall be affected by the fact that a Director or officer of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction the interested Director discloses his interest therein and refrains from voting on such contract or transaction, and such contract or transaction is adopted or ratified by a majority of the quorum of Directors present.

SIXTEENTH: In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at

any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect, as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

SEVENTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

EIGHTEENTH: The place of the general business of this corporation shall be at Salt Lake City, in the county of Salt Lake and State of Utah, and branch places of business may be established at other places in the State of Utah or elsewhere in this or any other country as the directors may from time to time provide.

The initial registered Agent of the corporation is James P. Cowley, and his address is 1544 South Redwood Road, Salt Lake City, Utah.

NINETEENTH: The name and address of each incorporator is as follows:

James P. Cowley, 1544 South Redwood Road, Salt Lake City, Utah.
Robert O. Baldwin, 1544 South Redwood Road, Salt Lake City, Utah.
Lee Anna Cowley, 1544 South Redwood Road, Salt Lake City, Utah.

James P. Cowley
Robert O. Baldwin
Lee Anna Cowley

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Florence S. Thayne, a Notary Public, hereby certify that on the 26th day of February, 1963, personally appeared before me James P. Cowley, Robert O. Baldwin and Lee Anna Cowley, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set myhand and seal this 26th day of February, 1963.

Florence S. Thayne
Notary Public, residing in
Salt Lake City, Utah.

My commission expires:
2-2-65.

ARTICLES OF MERGER OF

SOUVALL DISTRIBUTING CO., a UTAH CORPORATION, INTO
BILLINIS DISTRIBUTING CO., a UTAH CORPORATION

Pursuant to the provisions of Sections 16-10-66 through 16-10-69 of the Utah Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Souvall Distributing Co. into Billinis Distributing Co.:

FIRST: The following Merger Agreement which is attached hereto and by this reference made a part hereof, was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Utah Business Corporation Act.

SECOND: As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Merger Agreement, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class Designation of Class</u>	<u>Number of Shares</u>
SOUVALL DISTRIBUTING CO.	1,000	Common	1,000
BILLINIS DISTRIBUTING CO.	40,000	Common	40,000

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Merger Agreement, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Merger Agreement, respectively, are as follows:

	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
SOUVALL DISTRIBUTING CO.	1,000	None	Common	1,000	None
BILLINIS DISTRIBUTING CO.	40,000	None	Common	40,000	None

Dated January 24, 1964.

SOUVALL DISTRIBUTING CO.

By [Signature]
Its President

By [Signature]
Its Secretary

BILLINIS DISTRIBUTING CO.

By [Signature]
Its President

By [Signature]
Its Secretary

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Florence S. Thayne, a notary public, do hereby certify that on this 24th day of January, 1964, personally appeared before me JOHN BILLINIS and JAMES P. COWLEY, who being by me first duly sworn, declared that they are the President and Secretary, respectively, of BILLINIS DISTRIBUTING CO.; that they each signed the foregoing document as the President and Secretary, respectively, of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of January, 1964.

My commission expires:

Notary Public, residing in
Salt Lake City, Utah

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Florence S. Thayne, a notary public, do hereby certify that on this 24th day of January, 1964, personally appeared before me JOHN BILLINIS and SAM W. SOUVALL, who being by me first duly sworn, declared that they are the President and Secretary, respectively, of SOUVALL DISTRIBUTING CO.; that they signed the foregoing document as the President and Secretary, respectively, of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of January, 1964.

My commission expires:

Notary Public, residing in
Salt Lake City, Utah

MERGER AGREEMENT

THIS MERGER AGREEMENT, dated the 24th day of January, 1964, pursuant to Section 16-10-66 of the Business Corporation Act of the State of Utah, between SOUVALL DISTRIBUTING CO., a Utah corporation, and BILLINIS DISTRIBUTING CO., a Utah corporation;

W I T N E S S E T H:

WHEREAS, the respective Board of Directors and the members thereof of the constituent corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified; and

WHEREAS, said BILLINIS DISTRIBUTING CO., by its Articles of Incorporation which were filed in the office of the Secretary of State of Utah on the 28th day of February, 1963, has an authorized capital stock consisting of 50,000 shares of common stock of a par value of \$1.00 each, amounting in the aggregate to \$50,000.00; of which 40,000 shares of such common stock are now issued and outstanding; and

WHEREAS, said SOUVALL DISTRIBUTING CO., by its Articles of Incorporation which were filed in the office of the Secretary of the State of Utah, on the 9th day of May, 1962, has an authorized capital stock consisting of 50,000 shares of common stock of a par value of \$1.00 each, amounting in the aggregate to \$50,000.00, of which 1,000 shares of said common stock are now issued and outstanding; and

WHEREAS, the principal office of said BILLINIS DISTRIBUTING CO. in the State of Utah is located at 3272 South West Temple, in

in the City of Salt Lake, County of Salt Lake, and the name and address of its resident agent is James P. Cowley, 1544 South Redwood Road, Salt Lake City, Utah, and the principal office of SOUVALL DISTRIBUTING CO. in the State of Utah is located at 3272 South West Temple, in the City of Salt Lake, County of Salt Lake, and the name and address of its resident agent is James P. Cowley, 1544 South Redwood Road, Salt Lake City, Utah.

NOW THEREFORE, the corporations, parties to this agreement, by and between their respective Boards of Directors and the members thereof, in consideration of the mutual covenants, agreements and provisions hereafter contained do hereby prescribe the terms and conditions of said merger, and of carrying the same into effect as follows:

FIRST: SOUVALL DISTRIBUTING CO. hereby merges itself into BILLINIS DISTRIBUTING CO. and the said BILLINIS DISTRIBUTING CO. shall be the surviving corporation.

SECOND: The Articles of Incorporation of BILLINIS DISTRIBUTING CO. in effect on the date of the merger provided for in this agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of capital stock of SOUVALL DISTRIBUTING CO. into the shares of BILLINIS DISTRIBUTING CO. shall be as follows:

BILLINIS DISTRIBUTING CO. owns 100% of the issued and outstanding shares of capital stock of SOUVALL DISTRIBUTING CO., therefore it shall not be necessary to convert the capital stock of SOUVALL DISTRIBUTING CO. into shares of BILLINIS DISTRIBUTING CO. and such capital stock shall be cancelled and extinguished upon the merger of the two corporations.

FOURTH: Additional terms and conditions of this merger are as follows:

(a) This merger shall become effective upon the filing with the Secretary of the State of Utah a copy of this Merger Agreement in accordance with the Business Corporation Act of the State of Utah.

(b) The By-Laws of BILLINIS DISTRIBUTING CO. as they shall exist on the effective date of this agreement shall be and remain the By-Laws of BILLINIS DISTRIBUTING CO. until the same shall be altered, amended or repealed.

(c) The directors and officers of BILLINIS DISTRIBUTING CO. consisting of three (3) directors, a president, a vice president and a secretary-treasurer, shall continue in office until the next annual meeting of stockholders and/or until their successors shall have been elected and qualified.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of SOUVALL DISTRIBUTING CO. shall be transferred to, vested in and devolve upon BILLINIS DISTRIBUTING CO. without further act or deed and all property, rights, and every other interest of BILLINIS DISTRIBUTING CO. and SOUVALL DISTRIBUTING CO. shall be as effectively the property of BILLINIS DISTRIBUTING CO. as they were of BILLINIS DISTRIBUTING CO. and SOUVALL DISTRIBUTING CO. respectively. SOUVALL DISTRIBUTING CO. hereby agrees from time to time, as and when requested by BILLINIS DISTRIBUTING CO. or by its successors or assigns,

to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as BILLINIS DISTRIBUTING CO. may deem necessary or desirable in order to vest in and confirm to BILLINIS DISTRIBUTING CO. title to and possession of any property of SOUVALL DISTRIBUTING CO. acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of SOUVALL DISTRIBUTING CO. and the proper officers and directors of BILLINIS DISTRIBUTING CO. are fully authorized in the name of SOUVALL DISTRIBUTING CO. or otherwise to take any and all such action.

IN WITNESS WHEREOF the parties to this agreement pursuant to authority duly given by their respective Board of Directors have caused these presents to be executed by the unanimous vote of the directors of each party hereto.

SOUVALL DISTRIBUTING CO.

By [Signature]
President

ATTEST:

[Signature]
Secretary

BILLINIS DISTRIBUTING CO.

By [Signature]
President

ATTEST:

[Signature]
Secretary

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 24th day of January, 1964, personally appeared before me, a notary public, JOHN BILLINIS and SAM W. SOUVALL, who acknowledged to me that they are respectively the president and secretary of SOUVALL DISTRIBUTING CO. and who further acknowledged that they executed the foregoing Merger Agreement for and on behalf of SOUVALL DISTRIBUTING CO. pursuant to a resolution of the Board of Directors of SOUVALL DISTRIBUTING CO.

My commission expires:

Notary Public, residing in
Salt Lake City, Utah

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 24th day of January, 1964, personally appeared before me, a notary public, JOHN BILLINIS and JAMES P. COWLEY, who acknowledged to me that they are respectively the president and secretary of BILLINIS DISTRIBUTING CO. and who further acknowledged that they executed the foregoing Merger Agreement for and on behalf of BILLINIS DISTRIBUTING CO. pursuant to a resolution of the Board of Directors of BILLINIS DISTRIBUTING CO.

My commission expires:

Notary Public, residing in
Salt Lake City, Utah