

State of Idaho

Department of State

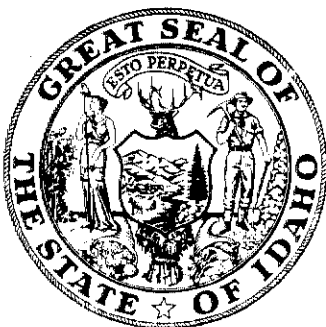
CERTIFICATE OF AMENDMENT OF

WEBSTER IDAHO POTATO COMPANY
File Number C 114640

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of WEBSTER IDAHO POTATO COMPANY, changing the corporate name to WEBSTER POTATO COMPANY, duly executed 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: December 16, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

ARTICLES OF AMENDMENT
to the

ARTICLES OF INCORPORATION
OF
WEBSTER IDAHO POTATO COMPANY
(Hereafter to be known as Webster Potato Company)

Dec 16 8 45 AM '96
SECRETARY STATE
STATE OF IDAHO

Pursuant to the provisions of the Idaho Business Corporation Act (the "Act"), Webster Idaho Potato Company (the "Corporation"), for the purpose of changing its name to Webster Potato Company, adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The current name of the Corporation is Webster Idaho Potato Company. However, the name of the Corporation as amended shall be Webster Potato Company.

SECOND: The following amendment to the Articles of Incorporation of the Corporation was adopted by the Board of Directors and approved by the Shareholders of the Corporation in the manner prescribed by Section 30-1-59 of the Act.

ARTICLE I -- NAME

The name of this corporation shall be:

WEBSTER POTATO COMPANY

THIRD: This amendment was adopted by the Shareholders of the Corporation on December 1, 1996.

FOURTH: The number of shares of the Corporation outstanding and entitled to vote on this amendment at the time of such adoption was 40,000. Prior to the amendment, no shares of any class were entitled to vote as a class.

FIFTH: The number of shares voted in favor of such amendment was 40,000. The number of shares voted against such amendment was zero.

SIXTH: No exchange, reclassification or cancellation of issued shares of the Corporation is effected by this Amendment.

IDAHO SECRETARY OF STATE
DATE 12/16/1996 0900 46938

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CX #: 24765 CUST#: 2034

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SEVENTH: No change in the amount of stated capital of the Corporation is effected by this Amendment.

DATED this 12th day of December, 1996.

WEBSTER POTATO COMPANY
(formerly known as Webster Idaho Potato Company), an Idaho corporation.

By: Kevin Webster
Kevin Webster, President

By: Shawn Webster, Sec.
Shawn Webster, Secretary

VERIFICATION

STATE OF IDAHO)
COUNTY OF Bannock) : ss.

Kevin Webster, being duly sworn, deposes and says that he is the president of Webster Potato Company (formerly known as Webster Idaho Potato Company), that he has read the foregoing Articles of Amendment to the Articles of Incorporation, and that the foregoing Articles of Amendment to the Articles of Incorporation are true to the best of his knowledge, information and belief.

Kevin Webster
Kevin Webster

SUBSCRIBED AND SWORN to before me this 11th day of December, 1996.

Shawn R. Pamy
NOTARY PUBLIC
Residing at: Idaho Falls
My Commission Expires: 6/27/97

LA SRP2674\ARTAMEND.DOC