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1973 A9:35 ARTICLES OF INCORPORATION
OF
J — S FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS, that I, H. JON KOLOMITZ, a citizen of the United States and a resident of Colorado, hereby establish a corporation under and pursuant to the general laws of the State of Colorado, for the purposes hereinafter set forth, and I hereby certify as follows:

ARTICLE I -- NAME

The name of this corporation shall be J — S FARMS, INC.

ARTICLE II -- DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III -- PURPOSE

The purpose for which this corporation is organized is to transact any lawful business or businesses for which corporations may be incorporated pursuant to the Colorado Corporation Code.

ARTICLE IV -- AUTHORIZED CAPITAL

The aggregate number of shares which this corporation shall have the authority to issue is 1,000 shares with a par value of \$500.00 per share, which shares shall be designated common stock. No share shall be issued until it has been paid for, and it shall thereafter be non-assessable.

ARTICLE V -- BOARD OF DIRECTORS

The corporation powers shall be exercised by the Board of Directors. Directors of the corporation need not be stockholders.

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The number of directors shall be fixed by the bylaws, except that there shall always be a minimum of three directors. The members of the initial Board of Directors who shall serve to manage the affairs of this corporation for the first year of its existence and until they resign or their successors are chosen, shall be as follows:

JOHN P. SUTPHIN, JR.

32990 U. S. Highway 50
McClave, CO 81057

NANCY S. SUTPHIN

32990 U. S. Highway 50
McClave, CO 81057

JOE BESSE

32673 Road 33
McClave, CO 81057

ARTICLE VI -- INCORPORATOR

The name and address of the incorporator for this corporation is:

M. JON KOLONITZ

721 Belleview Avenue
La Junta, CO 81050

ARTICLE VII -- PRINCIPAL OFFICE

The principal office and place of business of this corporation in the State of Colorado shall be kept in Lamar, Prowers County, Colorado. The corporation may also have an office and own and hold and operate, properties in other counties of the State of Colorado, or elsewhere as hereinbefore stated. The address of the initial registered office of the corporation is 7595 U. S. Highway 50, Lamar, CO 81052.

The name of the initial registered agent for the corporation is JOHN P. SUTPHIN, JR.

The original stock books and ledgers and other books and records required by the Statutes of Colorado to be kept for inspection by stockholders or creditors, shall be kept at the principal office of the corporation at 7595 U. S. Highway 50, Lamar, CO 81052.

ARTICLE VIII -- SHAREHOLDERS

The corporation shall be entitled to treat the person in whose name any shares of stock are registered on its books as

the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not the corporation shall have notice thereof, except upon presentation of the certificate, or certificates for such shares properly endorsed by the person, or persons appearing upon the face of such certificate to be the owner thereof, or accompanied by a proper transfer or assignment separate from the certificate with the signatures of such endorsement or assignment duly witnessed or guaranteed, or except as may be otherwise expressly provided for in the statutes of Colorado, or ordered by a court of competent jurisdiction.

ARTICLE IX -- CUMULATIVE VOTING

The shareholders shall not be entitled to cumulative voting.

ARTICLE X -- PREEMPTIVE RIGHTS

A shareholder of the corporation shall be entitled to a preemptive right to purchase, subscribe for, or otherwise acquire any unissued or treasury shares of stock of the corporation, or any options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares, or any shares, bonds, notes, debentures, or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares.

ARTICLE XI -- SHARE TRANSFER RESTRICTIONS

The corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on behalf of the corporation to exercise the corporation's right to so impose such restrictions.

ARTICLE XII -- INDEMNIFICATION

Each person herein named or hereafter elected a director or officer of this corporation, shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by, or imposed upon him in connection with or resulting from any claim, demand, action, suit or proceeding, or the fair and reasonable settlement thereof prior to final adjudication, to which he is or may be made a party by reason of being or having been a director or officer of said corporation, whether or not a director

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or officer at the time such costs or expenses were incurred by or imposed upon him, except as to matters as to which he shall be finally adjudged in such action as to have been derelict in the performance of his duty as such director or officer. The right of indemnification herein provided for shall not be exclusive of any other rights or remedies to which such person may be entitled as a matter of law.

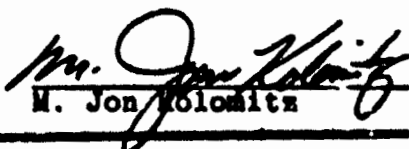
ARTICLE XIII -- TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, proprietorship, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest, or solely because such directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose.

ARTICLE XIV -- AMENDMENT OF ARTICLES

The right is expressly reserved to amend this Certificate of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of Colorado, and the rights of all stockholders are expressly made subject to such power or amendment.

WITNESS my hand and seal this 2nd day of March, 1983.


M. Jon Kolomitz

STATE OF COLORADO)
COUNTY OF OTERO) ss

I, Bertha F. Sorley, a Notary Public in and for the County of Otero and State of Colorado, do hereby certify that M. JON KOLOMITZ, who is personally known to me to be the person whose name is subscribed to the foregoing Certificate of Incorporation, appeared before me this day in person and acknowledged that he signed, sealed and delivered said instrument of writing as his free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and seal this 2nd day of March, 1983.

My commission expires January 8, 1985.


Notary Public

P.O. Box 337
La Junta, CO 81050

MAIL TO:
Colorado Secretary of State
Corporations Office
1575 Sherman St., 2nd Fl.
Denver, Co. 80203
(303) 866-2361

for office use only

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SUBMIT ONE
Filing fee \$5.00

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH,**

this document must be typewritten.

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organized under the laws of Colorado

submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation or limited partnership is:

J-S Farms Inc(~~1-4-85~~)

Second: the address of its REGISTERED OFFICE is 7595 US Hwy 50, Box 2, McClave Co 81057

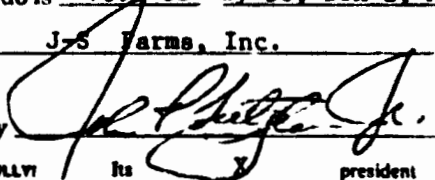
Third: The name of its REGISTERED AGENT is _____

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is 7595 US Hwy 50, Box 2, McClave Co 81057

J-S Farms, Inc.

(Note 1)

By 

(Note 2)

IMPORTANT! PLEASE READ CAREFULLY!
If you are a not-for-profit corporation or a limited partnership, this form must be notarized. If you are a business (profit) corporation, no notarization is required.

its

its

its

president

registered agent (Note 3)

general partner

STATE OF _____

COUNTY OF _____

Subscribed and sworn to before me this _____ day of _____, 19____.

My commission expires _____

Notary Public (Note 4)

Address

Notes: 1. Exact name of corporation or limited partnership making the statement.

2. Signature and title of officer signing (for the corporation, must be president or vice president; for a limited partnership, must be a general partner)

3. Regarding profit corporations: This statement may be executed by the registered agent when it involves only a registered address change. A copy of this statement has been forwarded to the corporation by the registered agent.

4. Signature of notary public must be exactly as shown on notarial seal, and must agree with notarial commission.

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