

38-274

257

316

**CERTIFICATE OF DESIGNATION
OF CLASS OF PREFERRED STOCK**

The undersigned, President of 1 Potato 2, Inc., a Minnesota corporation (the "Corporation"), hereby certifies that the following is a true, complete and correct copy of a resolution duly adopted by written action signed by all of the directors of the Corporation effective September 10, 1982, in accordance with the Articles of Incorporation and Bylaws, each as heretofore amended, of the Corporation and Minnesota Statutes, Sections 302A.401, subd. 2, and 302A.239, subd. 2:

WHEREAS, the Articles of Incorporation of the Corporation, as amended, effective September 10, 1982, authorize the Board of Directors to establish a class of preferred stock with such rights and preferences as they may determine;

NOW, THEREFORE, BE IT RESOLVED, that upon effectiveness of the amendment of the Articles of Incorporation dated September 10, 1982, a class of 10% Convertible Preferred Stock, composed of 275,000 shares, and having the rights and preferences set forth below, be, and it hereby is, established:

10% CONVERTIBLE PREFERRED STOCK

A. Dividends. The holders of 10% Convertible Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any funds legally available for such purpose, cash dividends at the rate of \$0.325 per annum per share, payable semi-annually on the first day of March and September of each year. Such dividends shall be cumulative on the 10% Convertible Preferred Stock from the date of original issue and shall be cumulative whether or not earned. In no event shall any dividend (other than dividends payable in common stock, \$.01 par value, of the Corporation (the "Common Stock")) be paid or declared nor shall any distribution be made on the Common Stock nor shall any Common Stock be purchased, redeemed or otherwise acquired by the Corporation nor value nor shall any moneys be paid to or set aside or made

549826

2-57, 01

available for a purchase fund or sinking fund for the purchase or redemption of any Common Stock unless all dividends on the 10% Convertible Preferred Stock for all past semi-annual dividend periods and for the then current semi-annual dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart for payment.

B. Dissolution, Liquidation and Winding Up. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of 10% Convertible Preferred Stock shall be entitled to receive in cash out of the assets of the Corporation an amount equal to \$3.25 per share, together with an amount equal to dividends accumulated and unpaid thereon to the date of distribution before any payment shall be made or any assets distributed to the holders of Common Stock as a distribution of assets on such liquidation, dissolution or winding up. If the assets available are not sufficient to pay in full the amounts so payable to the holders of all 10% Convertible Preferred Stock, the holders of 10% Convertible Preferred Stock shall share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be entitled. The consolidation or merger of the Corporation into or with any other corporation or corporations pursuant to the statutes of the State of Minnesota shall not be deemed liquidation, dissolution or winding up of the Corporation within the meaning of any of the provisions of this section.

C. Voting Rights. The holders of 10% Convertible Preferred Stock shall be entitled to one vote per share.

D. Redemption. The 10% Convertible Preferred Stock may be redeemed, at any time, as a whole at any time or in part from time to time at the option of the Corporation by resolution of the Board of Directors at the redemption price of \$3.25 per share together with an amount equal to accrued and unpaid dividends thereon to the redemption date. If less than all of the outstanding shares of 10% Convertible Preferred Stock are to be redeemed

2-57, 315

pursuant to this paragraph, the shares to be redeemed shall be determined either by lot or pro rata in such manner as the Board of Directors may prescribe.

Notice of every redemption of 10% Convertible Preferred Stock shall be mailed, addressed to the holders of record of the shares to be redeemed at their respective addresses as they appear on the stock books of the Corporation, not less than 30 days and not more than 120 days prior to the date fixed for redemption.

If notice of redemption shall have been duly given as aforesaid the Corporation may, at any time after the date fixed for redemption, deposit the aggregate redemption price and any accrued dividends with any bank or trust company in the city of Minneapolis, Minnesota, named in the notice of redemption, payable to the order of the record holders of the shares to be redeemed, and then, from and after the date of such deposit, notwithstanding that any certificate for 10% Convertible Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding. Dividends shall cease to accumulate from and after the date fixed for redemption, and all rights with respect to the 10% Convertible Preferred Stock so called for redemption shall forthwith on the date of deposit or, if no such deposit is made, on the date of such redemption, cease and terminate, and any conversion rights not theretofore expired shall cease and terminate. Upon notice of redemption, the holder of shares of 10% Convertible Preferred Stock shall have the right, in lieu of surrendering his shares for redemption, to convert the 10% Convertible Preferred Stock into shares of Common Stock in accordance with Section E; provided, however, that notice of such election to convert, along with the certificates for the shares of the 10% Convertible Preferred Stock is sent to the offices of the Corporation by letter postmarked within 30 days after receipt of notice of redemption.

E. Conversion Rights. The 10% Convertible Preferred Stock shall be convertible into Common Stock at the option of the holder

2-57,

010

thereof at any time as hereinafter in this Section E provided. Each share of 10% Convertible Preferred Stock shall be convertible into one share of Common Stock; provided, however, that if the Corporation shall, at any time in any single issue, sell in excess of \$1,000,000 principal amount of Common Stock to persons a majority of whom are "nonaffiliated," as that term is defined in the Securities Act of 1933 or the regulations promulgated thereunder, at a price of less than \$3.25 per share, then, and until the next such issue of Common Stock at a different selling price, the 10% Convertible Preferred Stock shall be convertible into the number of whole shares of Common Stock obtained by dividing the sum of \$3.25 by the selling price of the Common Stock in the most recent issue. Upon conversion no payment or adjustment on account of dividends accrued for the then current semi-annual dividend period on 10% Convertible Preferred Stock surrendered for conversion shall be made, but the Corporation shall make a cash payment equal to all dividends accrued but unpaid for all past dividend periods.

Any holder of 10% Convertible Preferred Stock desiring to convert the same into Common Stock shall give written notice to the Corporation at its principal office stating the number of shares of 10% Convertible Preferred Stock which he elects to convert accompanied by a certificate or certificates representing the number of shares to be converted duly endorsed to the Corporation or in blank or accompanied by proper instruments of transfer. The Corporation shall within not more than one month thereafter issue and deliver certificates for the number of whole shares of Common Stock into which the 10% Convertible Preferred Stock has been converted to the person for whose account the 10% Convertible Preferred Stock was surrendered, together with cash in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion on the basis of the market value of the Common Stock determined for such conversion.

FURTHER RESOLVED, that the President of the Corporation is authorized and directed to prepare, sign, acknowledge and file with the Secretary of State of Minnesota a certificate

2-57, 950

with respect to the adoption by the directors of the foregoing resolution relating to the creation of a class of 10% Convertible Preferred Stock.

IN WITNESS WHEREOF, the undersigned has signed this Certificate on behalf of 1 Potato 2, Inc. this 10th day of September, 1982.

[Handwritten Signature]
Alan W. Kirchner

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 10th day of September, 1982, by Alan W. Kirchner, the President of 1 Potato 2, Inc., a Minnesota corporation.

WESLEY L. ULSTON
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Commission Expires Dec. 31, 1988
(Notarial Seal)

[Handwritten Signature]
Notary Public

STATE OF MINNESOTA
DEPARTMENT OF STATE
INSTRUMENTS FILED IN THE
OFFICE OF THE SECRETARY OF STATE
ON 10 DAY OF SEPTEMBER
1982 AT 10:28 AM
AND WAS DULY RECORDED IN BOOK
257 PAGE 946
OF RECORDS, ON PAGE
946
SECRETARY OF STATE

3B-274

U-58, 894

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
1 POTATO 2, INC.

We, Alan W. Kirchner and Irving Weiser, the President and the Secretary, respectively, of 1 Potato 2, Inc., a Minnesota corporation (the "Corporation"), certify that at a special meeting of the shareholders of the Corporation duly called and held on January 20, 1983 in accordance with the laws of the State of Minnesota and the Articles of Incorporation and Bylaws of the Corporation, the resolutions set forth below amending the Articles of Incorporation of the Corporation were adopted by the affirmative vote of the holders of Common Stock and 10% Convertible Preferred Stock, such classes being the only classes entitled to vote thereon:

RESOLVED, that the Articles of Incorporation of 1 Potato 2, Inc. be and the same hereby are amended, and that a New Article VI be substituted for the present Article VI, such newly amended Article VI to read in its entirety as follows:

"ARTICLE VI

"That the total number of shares of stock which this Corporation is authorized to issue is 3,575,000 shares, of which 3,000,000 shares are designated common stock of the par value of one cent (\$.01) per share, 275,000 shares are designated preferred stock of the par value of Three and 25/100 Dollars (\$3.25) per share, and 300,000 shares are designated preferred stock of the par value of One Dollar (\$1.00) per share. The Board of Directors, without authorization or approval by the stockholders, shall have authority to fix the consideration, terms, provisions, conditions, including conversion bases, preferences and rights, for and upon which shares, including treasury shares, debt obligations or other securities of the Corporation and rights, warrants and options to purchase or subscribe for any of the foregoing, shall be sold, allotted, subscribed for, purchased, granted, issued or converted into or exchanged for other shares, debt obligations or securities

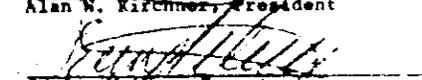
809675

U-58, 499

of the Corporation, and to effect contracts for and cause the sale, allotment, subscription, purchase, grant, issuance, conversion or exchange thereof. No holder of shares of any class or series shall be entitled, presumptively or as a matter of right, to subscribe for or purchase any shares of any class or series or any securities convertible into any shares whatsoever, whether now or hereafter authorized and whether issued for cash, property, services or by way of dividends or otherwise. No holders of any shares of Common Stock have any rights of cumulative voting."

BE IT FURTHER RESOLVED, that except for the amendment to Article VI as set forth above, the Articles of Incorporation will remain unchanged and that the President or Vice President and the Secretary of the Corporation may be and hereby are authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this Corporation embracing the foregoing resolution, and to cause such certificate to be filed for record in the manner required by law.

IN WITNESS WHEREOF, we have set our hands and the seal of I P ato 2, Inc. on this 20th day of January, 1933.


Alan W. Kirchner, President

Irving Weiser, Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 20th day of January, 1933 by Alan W. Kirchner and Irving Weiser, the President and the Secretary, respectively, of I Potato 2, Inc., a Minnesota corporation, on behalf of said corporation.


Notary Public

(Notarial Seal)

U-58, 900

STATE OF MICHIGAN
DEPARTMENT OF STATE
I hereby certify that the
instrument was filed for record
on the 21 day of July
1983 at 10 o'clock
and was duly recorded in Book U-58
of Incorporations, on page 878
John C. ...
Secretary of State

W-58 675
1

38-274

CERTIFICATE OF DESIGNATION
OF CLASS OF PREFERRED STOCK

The undersigned, Secretary of 1 Potato 2, Inc., a Minnesota corporation (the "Corporation"), hereby certifies that the following is a true, complete and correct copy of a resolution duly adopted at a regular meeting of the Board of Directors of the Corporation on January 20, 1983:

WHEREAS, the Articles of Incorporation of the Corporation, as amended, effective January 21, 1983, authorize the Board of Directors to establish a class of preferred stock, \$1.00 par value, with such rights and preferences as they may determine;

NOW, THEREFORE, BE IT RESOLVED, that upon effectiveness of the amendment of the Articles of Incorporation dated January 20, 1983, a class of \$3.75 Convertible Preferred Stock, \$1.00 par value, composed of 100,000 shares, and having the rights and preferences set forth below, shall be, and it hereby is, established:

\$3.75 CONVERTIBLE PREFERRED STOCK

A. Dividends. The holders of \$3.75 Convertible Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any funds legally available for such purpose, cash dividends at the rate of \$0.375 per annum per share, payable semi-annually on the first day of March and September of each year. Such dividends shall be cumulative on the \$3.75 Convertible Preferred Stock from the date of original issue and shall be cumulative whether or not earned. In no event shall any dividend (other than dividends payable in common stock, \$.01 par value, of the Corporation (the "Common Stock")) be paid or declared nor shall any distribution be made on the Common Stock nor shall any Common Stock be purchased, redeemed or otherwise acquired by the Corporation for value nor shall any moneys be paid to or set aside or made available for a purchase fund or sinking fund for the purchase or redemption of any Common Stock unless

W-58

676

all dividends on the \$3.75 Convertible Preferred Stock for all past semi-annual dividend periods and for the then current semi-annual dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart for payment.

B. Dissolution, Liquidation and Winding Up. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of \$3.75 Convertible Preferred Stock shall be entitled to receive in cash out of the assets of the Corporation an amount equal to \$3.75 per share, together with an amount equal to dividends accumulated and unpaid thereon to the date of distribution before any payment shall be made or any assets distributed to the holders of Common Stock as a distribution of assets of such liquidation, dissolution or winding up. If the assets available are not sufficient to pay in full the amounts so payable to the holders of all \$3.75 Convertible Preferred Stock, the holders of \$3.75 Convertible Preferred Stock shall share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be entitled. The consolidation or merger of the Corporation into or with any other corporation or corporations pursuant to the statutes of the State of Minnesota shall not be deemed liquidation, dissolution or winding up of the Corporation within the meaning of any of the provisions of this section.

C. Voting Rights. The holders of \$3.75 Convertible Preferred Stock shall be entitled to one vote per share.

D. Redemption. The \$3.75 Convertible Preferred Stock may be redeemed, at any time, as a whole at any time or in part from time to time at the option of the Corporation by resolution of the Board of Directors at the redemption price of \$3.75 per share together with an amount equal to accrued and unpaid dividends thereon to the redemption date. If less than all of the outstanding shares of \$3.75 Convertible Preferred Stock are to be redeemed pursuant to this paragraph, the shares to be

W-55, 677

redeemed shall be determined either by lot or pro rata in such manner as the Board of Directors may prescribe.

Notice of every redemption of \$3.75 Convertible Preferred Stock shall be mailed, addressed to the holders of record of the shares to be redeemed at their respective addresses as they appear on the stock books of the Corporation, not less than 30 days and not more than 120 days prior to the date fixed for redemption.

If notice of redemption shall have been duly given as aforesaid, the Corporation may, at any time after the date fixed for redemption, deposit the aggregate redemption price and any accrued dividends with any bank or trust company in the City of Minneapolis, Minnesota, named in the notice of redemption, payable to the order of the record holders of the shares to be redeemed, and then, from and after the date of such deposit, notwithstanding that any certificate for \$3.75 Convertible Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding. Dividends shall cease to accumulate from and after the date fixed for redemption, and all rights with respect to the \$3.75 Convertible Preferred Stock so called for redemption shall forthwith on the date of deposit or, if no such deposit is made, on the date of such redemption, cease and terminate, and any conversion rights not theretofore expired shall cease and terminate. Upon notice of redemption, the holders of shares of \$3.75 Convertible Preferred Stock shall have the right, in lieu of surrendering his shares for redemption, to convert the \$3.75 Convertible Preferred Stock into shares of Common Stock in accordance with Section E; provided, however, that notice of such election to convert, along with the certificates for the shares of the \$3.75 Convertible Preferred Stock, is sent to the offices of the Corporation by letter postmarked within 30 days after receipt of notice of redemption.

E. Conversion Rights. The \$3.75 Convertible Preferred Stock shall be convertible

W-58, 675

into Common Stock at the option of the holder thereof at any time as hereinafter in this Section E provided. Each share of \$3.75 Convertible Preferred Stock shall be convertible into one share of Common Stock. Upon conversion, no payment or adjustment on account of dividends accrued for the then current semi-annual dividend period on \$3.75 Convertible Preferred Stock surrendered for conversion shall be made, but the Corporation shall make a cash payment equal to all dividends accrued but unpaid for all past dividend periods.

Any holder of \$3.75 Convertible Preferred Stock desiring to convert the same into Common Stock shall give written notice to the Corporation at its principal office stating the number of shares of \$3.75 Convertible Preferred Stock which he elects to convert accompanied by a certificate or certificates representing the number of shares to be converted duly endorsed to the Corporation or in blank or accompanied by proper instruments of transfer. The Corporation shall within not more than one month thereafter issue and deliver certificates for the number of whole shares of Common Stock into which the \$3.75 Convertible Preferred Stock has been converted to the person for whose account the \$3.75 Convertible Preferred Stock was surrendered, together with cash in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion on the basis of the market value of the Common Stock determined for such conversion.

FURTHER RESOLVED, that the Secretary of the Corporation is authorized and directed to prepare, sign, acknowledge and file with the Secretary of State of Minnesota a certificate with respect to the adoption by the directors of the foregoing resolution relating to the creation of a class of \$3.75 Convertible Preferred Stock.

IN WITNESS WHEREOF, the undersigned has signed this Certificate on behalf of 1 Potato 2, Inc. this 25th day of January, 1983.

Living Krisher

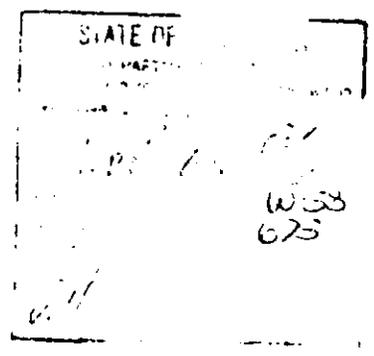
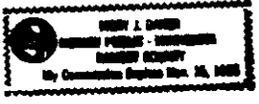
62-58, 679

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me
this 26 day of January, 1983, by Irving Weiser, the Secretary
of 1 Potato 2, Inc., a Minnesota corporation.

Henry J. Baker
Notary Public

(Notarial Seal)



Q59, 912

38-274

CERTIFICATE
OF
RESTATED ARTICLES OF INCORPORATION
OF
1 POTATO 2, INC.

We, Alan W. Kirchner and Irving Weiser, the President and the Secretary, respectively, of 1 Potato 2, Inc., a Minnesota corporation (the "Corporation"), certify that at the annual meeting of the stockholders of the Corporation duly called and held on June 3, 1983 in accordance with the laws of the State of Minnesota and the Articles of Incorporation and Bylaws of the Corporation, the resolutions set forth below restating the Articles of Incorporation of the Corporation were adopted by the affirmative vote of the holders of Common Stock, such class being the only class entitled to vote thereon:

RESOLVED, that the Restated Articles of Incorporation of 1 Potato 2, Inc., as heretofore amended, be and the same hereby are restated in their entirety by the adoption of the following Restated Articles of Incorporation of 1 Potato 2, Inc. which are to supersede and take the place of the existing Restated Articles of Incorporation, as heretofore amended, of this Corporation.

RESTATED
ARTICLES OF INCORPORATION
OF
1 POTATO 2, INC.

ARTICLE I

The name of this corporation is 1 Potato 2, Inc.

ARTICLE II

The purpose of this corporation shall be to engage in any lawful business or occupation, including general business purposes.

ARTICLE III

The duration of this corporation shall be perpetual.

11/1/83

Q-59, 913

ARTICLE IV

The location and post office address of its registered office in this state is 4900 North County Road 18, Suite 201, New Hope, Hennepin County, Minnesota.

ARTICLE V

The total authorized number of shares of this corporation shall be six million (6,000,000) shares of Common Stock, and the par value of each share shall be one cent (\$.01). The Board of Directors, without authorization or approval by the stockholders, shall have authority to fix the consideration, terms, provisions, conditions, including conversion bases and rights, for and upon which shares, including treasury shares, debt obligations or other securities of the corporation and rights, warrants and options to purchase or subscribe for any of the foregoing, shall be sold, allotted, subscribed for, purchased, granted, issued or converted into or exchanged for other shares, debt obligations or securities of the corporation, and to effect contracts for and cause the sale, allotment, subscription, purchase, grant, issuance, conversion or exchange thereof. No holder of shares of any class or series shall be entitled, preemptively or as a matter of right, to subscribe for or purchase any shares of any class or series or any securities convertible into any shares whatsoever, whether now or hereafter authorized and whether issued for cash, properties, services or by way of dividends or otherwise. No holders of shares of Common Stock have any right of cumulative voting.

ARTICLE VI

The name and post office address of each of the directors of this corporation as of the date of filing these Restated Articles are:

Alan W. Kirchner	211 Main Street Alma, WI 54610
Gary Spaniak	4732 Del Prado Boulevard Suite 311 Cape Coral, FL 33904
Robert W. Fritz	44 Montgomery Street Fifth Floor San Francisco, CA 94123
J. Brooks Hauser	4400 North County Road 18 New Hope, MN 55428
Irving Weiser	2200 First Bank Place East Minneapolis, MN 55402

Q59311

Gene J. Fortman

2111 Telemark Lane
Rochester, MN 55901

Joseph J. Gallick

7101 Mid Oaks
Stillwater, MN 55082

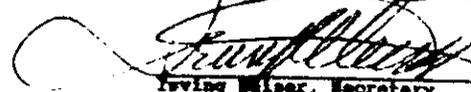
ARTICLE VII

An action required or permitted to be taken at a meeting of the Board of Directors of the corporation may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors unless the action need not be approved by the shareholders of the corporation, in which case the action may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the Board of Directors of the corporation at which all of the directors were present.

BE IT FURTHER RESOLVED, ~~that the~~ ~~President or Vice President~~ and that the President or Vice President and the Secretary of the Corporation may be and hereby are authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this Corporation embracing the foregoing resolution, and to cause such certificate to be filed for record in the manner required by law.

IN WITNESS WHEREOF, we have set our hands and the seal of I Potato 2, Inc. on this 3rd day of June, 1983.


Alan V. Kirchner, President


Irving Kaiser, Secretary

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED: 9 Jan, 1985

James Anderson Thome
Secretary of State



By *Michael Nelson*