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SEP 22 2005

Department of Water Resources

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

ASSIGNMENT OF PERMIT

To change the ownership of a permit

I, TSL Acquisition Corp., hereby assign to Trinity Springs, Inc.
of, 1101 West River Street, Ste. 370, Boise, Idaho 83702 208-433-0867
(Full Address) (Phone)

All my right, title, and interest in and to Permit No. 63-11439
to appropriate the public waters of the State of Idaho;

Subject to the security interest of Trinity Springs, Ltd. to secure the performance of certain obligations of Trinity Springs, Inc., TSL Acquisition Corp. ("TSL"), and AMCON Distributing Company ("AMCON") relating to the transaction contemplated by that certain Asset Purchase Agreement dated April 24, 2004, among Trinity Springs, Inc., TSL and AMCON.

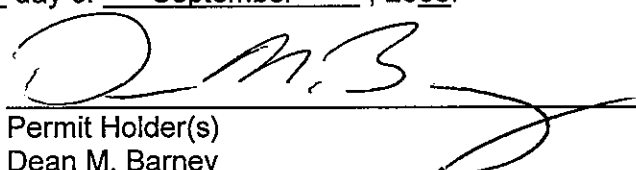
OR (for partial assignments)

The following described portion of my right, title, and interest in and to Permit No. [not applicable] to appropriate the public waters of the State of Idaho.

(Describe portion of the permit assigned, listing the number of acres in each 40 acre subdivision, point of diversion location, and amount of the water in cubic feet per second.)

[not applicable]

Made this 21st day of September, 2005.


Permit Holder(s)
Dean M. Barney
Secretary/Treasurer and Chief Operating Officer
Trinity Springs, Inc.

Attached:

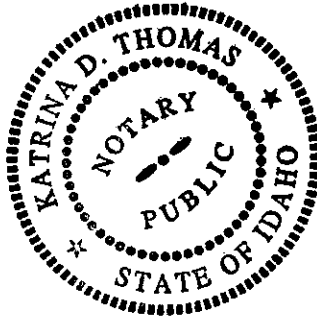
- (1) Certificate of Amendment of Certificate of Incorporation of TSL Acquisition Corp. (issued by Delaware Secretary of State with attached certificate of authenticity)
- (2) Amended Certificate of Authority of TSL Acquisition Corp. (issued by Idaho Secretary of State)

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State of Idaho)
County of Ada)

On this 21st day of September, 2005, personally appeared before me the
signer(s) of the above instrument, who duly acknowledged to me that he(she) (they) executed
the same.

SEAL



Katrina Thomas
Notary Public
Residing at Boise ID
My commission expires 4-10-06

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
TSL ACQUISITION CORP.**

The undersigned, TSL Acquisition Corp., a Delaware corporation (the "Corporation"), for the purpose of amending the Certificate of Incorporation of the Corporation, in accordance with the General Corporation Law of Delaware, does hereby make and execute this Certificate of Amendment of Certificate of Incorporation and does hereby certify that:

I. The following resolution proposed by the Board of Directors and adopted by the stockholders of the Corporation sets forth the amendment adopted:

NOW, THEREFORE, BE IT RESOLVED, that Article First of the Certificate of Incorporation of the Corporation is hereby amended as follows:

FIRST. The name of the Corporation is: Trinity Springs, Inc.

II. Such amendment has been duly adopted in accordance with the provisions of Section 242 of the Delaware Corporation Law, as amended.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed on behalf of the Corporation by its Chairman of the Board and Chief Executive Officer as of June 18, 2004, and he does hereby affirm and acknowledge that this Certificate of Amendment is the act and deed of the Corporation and that the facts stated herein are true.

TSL ACQUISITION CORP.

By: /s/ William F. Wright
Name: William F. Wright
Title: Chairman of the Board and Chief
Executive Officer

Delaware

The First State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TSL ACQUISITION CORP.", CHANGING ITS NAME FROM "TSL ACQUISITION CORP." TO "TRINITY SPRINGS, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JUNE, A.D. 2004, AT 4:20 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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040452824

AUTHENTICATION: 3181599

DATE: 06-18-04

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

TSL ACQUISITION CORP.

File Number C 154618

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to reflect the name change from **TSL ACQUISITION CORP.** to **TRINITY SPRINGS, INC.** and attach hereto a duplicate of the application for such amended certificate.