



State of DELAWARE

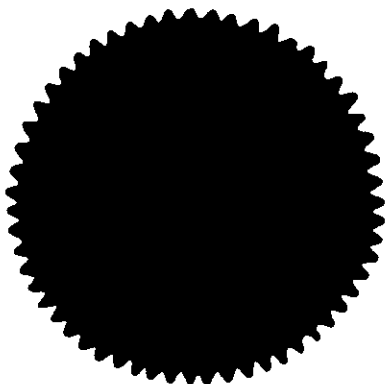


Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Ownership of the "CEPEX, INC." a
corporation organized and existing under the laws of the State of Delaware merging
"PHILLIPS MID-WEST FERTILIZER COMPANY" and "PHILLIPS PACIFIC CHEMICAL COMPANY",
corporations organized and existing under the laws of the State of Delaware, pursuant
to Section 253 of the General Corporation Law of the State of Delaware, was received
and filed in this office the twenty-eighth day of February, A.D. 1986, at 9:30 o'clock
P.M.

And I do hereby further certify that the aforesaid Corporation shall be governed
by the laws of the State of Delaware.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this eighteenth *day*
of March *in the year of our Lord*
one thousand nine hundred and eighty-six.



Michael Harkins

Michael Harkins, Secretary of State