

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF GERMAIN'S INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of _____

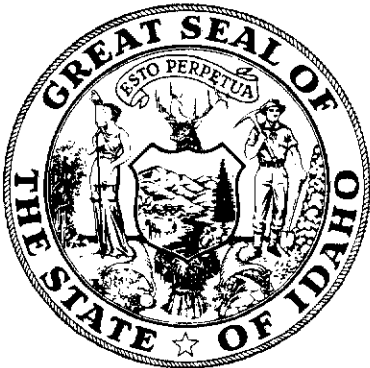
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to _____
GERMAIN'S INC.

to transact business in this State under the name _____
GERMAIN'S INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated June 16, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Jada Matthews

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following state ment:

1. The name of the corporation is GERMAIN'S INC.

2. The name which it shall use in Idaho is GERMAIN'S INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is May 24, 1909 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 4820 E. 50th Street, Los Angeles, CA 90058

6. The address to which correspondence should be addressed, if different from that in item 5. Same as above

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

and the name of its proposed registered agent in Idaho at that address is C.T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Sale of Agricultural Seed.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached		

(continued on reverse)

JUN 16 10 10AM '81
SECRETARY OF STATE

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: June 12, 1987

GERMAIN'S, INC.

(Corporation Name)

By James T. Clarkson

Its President/Vice President (please specify)
James T. Clarkson, Vice President

and Justin Scharff

Its Secretary/Assistant Secretary (please specify)
Justin Scharff, Assistant Secretary

STATE OF CALIFORNIA)

COUNTY OF LOS ANGELES)

) ss:

I, Sally R. Rosser, a notary public, do hereby certify that on this 12th day of June, 1987, personally appeared before me James T. Clarkson, who being by me first duly sworn, declared that ~~he~~ is the Vice President of GERMAIN'S, INC.

that ~~he~~ signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.



Sally R. Rosser
Notary Public

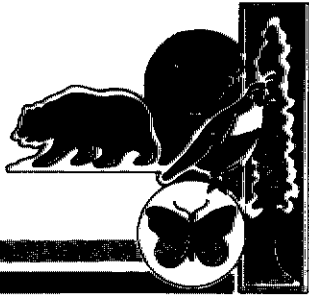
GERMAIN'S, INC. Officers and Directors

Names and Addresses of Officers:

Walter R. Schoenfeld President	4820 E. 50th Street Los Angeles, CA 90058
James T. Clarkson Vice President	4820 E. 50th Street Los Angeles, CA 90058
Peter A. Fulgoni Vice President	4820 E. 50th Street Los Angeles, CA 90058
Roger A. Pirie Vice President	4820 E. 50th Street Los Angeles, CA 90058
Carolyn Schoenfeld Secretary	4820 E. 50th Street Los Angeles, CA 90058
Justin Scharff Assistant Secretary	4820 E. 50th Street Los Angeles, CA 90058
James T. Clarkson Treasurer	4820 E. 50th Street Los Angeles, CA 90058

Names and Addresses of Directors:

Walter R. Schoenfeld Director	4820 E. 50th Street Los Angeles, CA 90058
James T. Clarkson Director	4820 E. 50th Street Los Angeles, CA 90058
Gerald D. Kleinman Director	10100 Santa Monica Blvd., Ste. 2200 Los Angeles, CA 90067
Richard L. Lissner Director	12376 Deerbrook Lane Los Angeles, CA 90049
Richard J. Lauter Director	11801 Washington Blvd. Los Angeles, CA 90066



State of California

OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

JUN 16 10 10 AM '87
SECRETARY OF STATE

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 24th day of May, 1987,

GERMAIN'S INC.

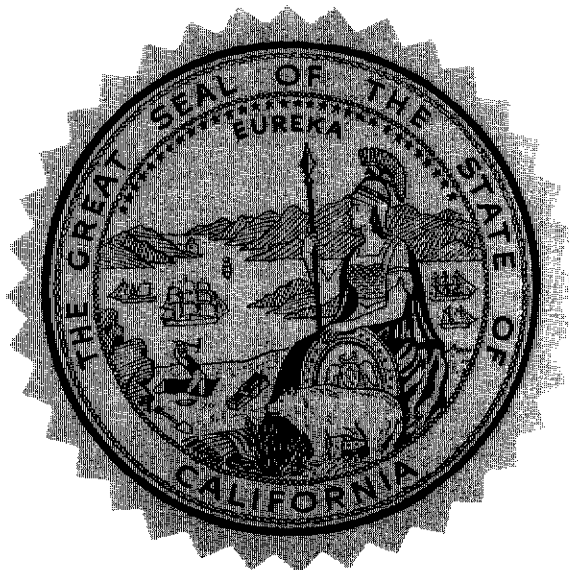
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 3rd day of June, 1987

March Fong Eu

Secretary of State

