



CERTIFICATE OF AUTHORITY
OF

CEPEX AMERICAN, INC.

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

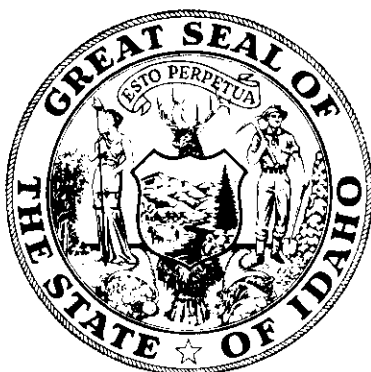
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to CEPEX AMERICAN, INC.

to transact business in this State under the name CEPEX AMERICAN, INC.

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

Dated March 25, 1936



SECRETARY OF STATE

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 statement:

1. The name of the corporation is CEPEX American, Inc.

2. The name which it shall use in Idaho is CEPEX American, 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 Delaware

4. The date of its incorporation is January 29, 1986 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

4305 Lancaster Pike, Wilmington, Delaware

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

817 S. Polk Street, Amarillo, Texas 79101

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:

The distribution of fertilizer and fertilizer-
related products.

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

Name	Office	Address
<u>Wesley W. Masters</u>	<u>President</u>	<u>817 S. Polk St., Amarillo, TX 7910</u>
<u>E. Burke Ross, Jr.</u>	<u>Vice President</u>	<u>330 South St., Morristown, NJ 07960</u>
<u>John Hyltin</u>	<u>Secretary/</u>	<u>817 S. Polk St., Amarillo, TX 7910</u>
<u>Harvey Eisenberg</u>	<u>Treasurer</u>	<u>817 S. Polk St., Amarillo, TX 7910</u>
<u>Deborah Welch</u>	<u>Assistant Secretary</u>	<u>2300 M. Street, N.W., Washington D. C.</u>
<u>Wesley W. Masters</u>	<u>Asst. Secy.</u>	<u>P.O. Box 9158 Amarillo, TX 79105</u>
<u>E. Burke Ross, Jr.</u>	<u>Director</u>	<u>817 S. Polk St., Amarillo, TX 7910</u>
<u>E. Burke Ross, Jr.</u>	<u>Director</u>	<u>330 South St., Morristown, NJ 07960</u>

(continued on reverse)

Name

Office

Address

E. T. Manning, Jr. Asst. Secretary P. O. Box 9158, Amarillo, TX 79105

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: March 21, 1986

CEPEX American, Inc.

(Corporation Name)

By [Signature] Pres.

Wesley W. Masters Vice President (please specify)

and [Signature]

Deborah Welch Assistant Secretary (please specify)

STATE OF TEXAS)

Deborah Welch

COUNTY OF Kimball)

ss:

I, Suzan D. Norwood, a notary public, do hereby certify that on

this 21st day of March, 19 86, personally appeared before

me Wesley W. Masters, who being by me first duly sworn, declared that (s)he

is the President of CEPEX American, Inc.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

[Signature]
Notary Public

My commission expires 08/89

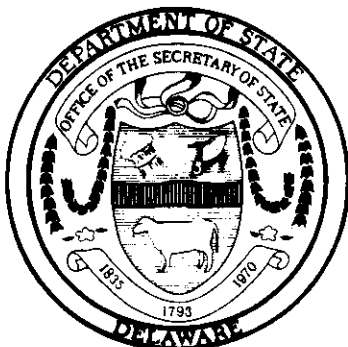


Office of Secretary of State

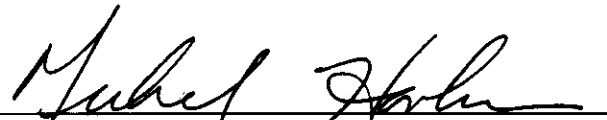
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CEPEX AMERICAN, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

1 1 1 1 1 1 1 1 1 1

MAR 25 9 56 AM '86
OFFICE OF STATE



726077072


Michael Harkins, Secretary of State

AUTHENTICATION: 10764034

DATE: 03/18/1986