

State of Idaho

Department of State

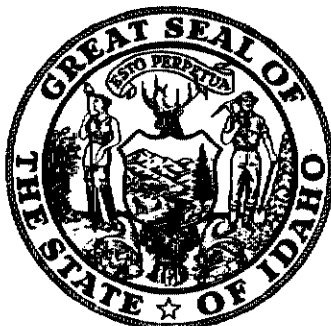
AMENDED CERTIFICATE OF AUTHORITY OF

COMINCO FERTILIZERS (U.S.) INC.
File Number C 101831

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COMINCO FERTILIZERS (U.S.) INC. for an Amended Certificate of Authority to transact business in this State, duly executed 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 Amended Certificate of Authority to AGRUM U.S. INC. to transact business in this State under the name AGRUM U.S. INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: June 12, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

done

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-118, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

- STATE OF IDAHO
1. A Certificate of Authority was issued to the corporation by your office on April 19
19 93, authorizing it to transact business in the State of Idaho under the name of Cominco Fertilizers (U.S.) Inc.
 2. Its corporate name has been changed to Agrium U.S. Inc.
(Note: If the corporation name has not been changed, insert "No change.")
 3. The name which it shall use hereafter in the State of Idaho is _____
 4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:
No Change
(Note: If no additional changes are proposed, insert "No change.")

Dated June 8, 1995

Agrium U.S. Inc.
(Corporation Name)
By [Signature]
Its President/Vice President (please specify)
And [Signature]
Its Secretary/Assistant Secretary (please specify)
Dorothy E. A. Bower

City
STATE OF Calgary
Province
COUNTRY OF Alberta

GARY S. THOMS
Barrister & Solicitor

I, _____, a notary public, do hereby certify that on this 8th day of June, 19 95, personally appeared before me Dorothy E. A. Bower and M. J. Klein, who being by me first duly sworn, declared that they are the Secretary and Vice President, respectively of Agrium U.S. Inc.

that they signed the foregoing documents as Secretary and Vice President, respectively of the corporation and that the statements therein contained are true.

[Signature]

GARY S. THOMS Notary Public
BARRISTER & SOLICITOR
A NOTARY PUBLIC IN AND

FOR THE PROVINCE OF ALBERTA
Office of the Secretary of State
Division of Corporations
700 West Jefferson, Room 203
P.O. Box 83720
Boise, Idaho 83720-0800

Secretary of State use only

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CORP
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MAY 12 3 03 PM '95

SECRETARY OF STATE
STATE OF IDAHO



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of
Colorado hereby certify that ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON
MAY 19, 1995 CHANGING THE CORPORATE NAME OF

COMINCO FERTILIZERS (U.S.) INC.
(COLORADO CORPORATION)

TO

AGRIUM U.S. INC.

Dated: MAY 22, 1995

Victoria Buckley

SECRETARY OF STATE