



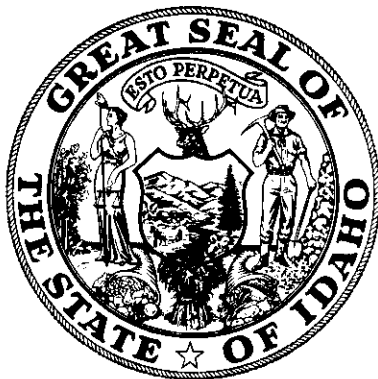
CERTIFICATE OF INCORPORATION
OF

BAKER U.S.A. FERTILIZER CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 23, 1985



SECRETARY OF STATE

by: _____

ARTICLE OF INCORPORATION
OF
BAKER U.S.A. FERTILIZER CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That We, the undersigned being natural persons of full age and citizens fo the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the General Business Corporation Act of Idaho, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I

The name of the corporation is BAKER U.S.A. FERTILIZER CO., INC.

II

The purposes for which said corporation is formed are:

- (a) To manufacture and sell commercial grade fertilizer of types and kinds.
- (b) To do all things necessary or incidental to accomplish the foregoing objects and purposes of such business or businesses; and
- (c) To transact any or all lawful business for which corporations may be incorporated under the Genreal Business Corporation Act as now contained in Title 30, Idaho Code, Volume 5B, or as may be hereinafter amended.

III

This corporation shall have all of the powers and authorities conferred to corporations under the General Business Corporations Act and in particular those powers granted under Section 30-1-4 Idaho Code, Volume 5B, as now enacted or as may be hereinafter amended.

IV

The corporation is to have perpetual existence.

V

The location and post office address of the register office of the corporation is Holbrook, Idaho 83243. The registered agent for the corporation shall be Nelden Baker of Holbrook, Idaho.

VI

The captial stock of the corporation shall be \$250,000.00 divided 2,500.00 shares of common stock of the part value of \$100.00 each.

VII

The initial board of directors (2) to serve until the first annual meeting of shareholders or until their successors be elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
NELDEN BAKER	HOLBROOK, IDAHO 83243
GARY LYNN BAKER	HOLBROOK, IDAHO 83243


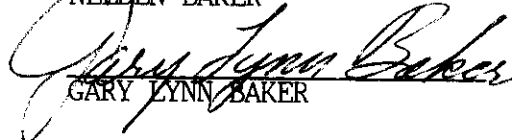
VIII

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

NELDEN BAKER	HOLBROOK, IDAHO 83243	1 share
GARY LYNN BAKER	HOLBROOK, IDAHO 83243	1 share

IN WITNESS WHEREOF, We have hereunto set our hands this 15th day of

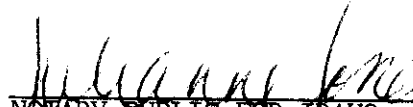
April, 1985.


NELDEN BAKER

GARY LYNN BAKER

STATE OF IDAHO)
 : ss
COUNTY OF BANNOCK)

On this 15th day of April, 1985, before me, the undersigned, a Notary Public in and for the said State, personally appeared NELDEN BAKER and GARY LYNN BAKER, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, ID