

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

BANGOR PUNTA OPERATIONS, INC.

a corporation duly organized and existing under the laws of **New York** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **17th** day of **January** 19**66**, a properly authenticated copy of its articles of incorporation, and on the **17th** day of **January** 19**66**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **17th** day of **January**, A.D. 19**66**.

CERTIFICATE OF INCORPORATION

-of-

4481

PUNTA ALEGRE SUGAR SALES CORPORATION

(Pursuant to Article Two of the Stock Corporation Law)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 31 1933
TAX \$ 10 -
FILING FEE \$ 40 -

Edward J. Flynn

SECRETARY OF STATE
BY *John F. Cox* CASH

Root, Clark & Buckner

My

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CERTIFICATE OF INCORPORATION

-of-

PUNTA ALEGRE SUGAR SALES CORPORATION

(Pursuant to Article Two of the Stock Corporation Law)

FIRST: The name of the corporation is

PUNTA ALEGRE SUGAR SALES CORPORATION

SECOND: The purposes for which the corporation
is to be formed are:

1. To purchase or otherwise acquire, own, hold, pledge, hypothecate, mortgage, sell, transfer, assign, exchange or otherwise dispose of and generally deal in sugar and molasses and their products and by-products.
2. To construct, acquire, sell, assign, form into groups, merge, consolidate, deliver, dispose of, lease, develop, exploit, maintain, use, administer for its own account or for that of others, improve, repair, substitute, possess and manage, sugar mills, "centrales" and refineries, with all their accessories and annexes, including machinery, lands, timber

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and pasture lands, wharves, steamers, vessels, warehouses, "bateyes" (mill sites), houses, cane colonies and their fruit and products, live stock, rolling stock, railways, railroad tracks, rights of way, telephone and telegraph lines and appurtenances thereof, and, in general, everything which may directly or indirectly form a part of, or contribute towards, the development of said mills, "centrales" and refineries, the manufacture, traffic and negotiations covering sugar and molasses, their products and by-products, the development of cane and pasture lands and timber lands and the use or disposition of the fruits and products thereof;

3. To enter into contracts, under whatsoever terms and conditions, covering loans, warehousing, deposits, charters, transportation, insurance, leases, labor, services, crop liens, farm leases, construction works, utilities, colonato contracts, cane grinding, commissions, purchase and sale, exchange, assignments, securities, opening of credits and current accounts, transactions and compromises, "censos" (annuities), mortgages and any other contracts relating to the business of the Corporation and not prohibited by law, having authority to make, give, record, constitute, acquire, modify, extend, extinguish, renew, condone,

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pay, postpone, transfer, endorse, rescind and cancel all kinds of privileges, rights and obligations, whether real or personal, including bonds, notes, obligations and guaranties as well as mortgage credits or credits on real property;

4. To carry on a warehousing business, establishing, directing and developing warehouses open to the public, and soliciting, obtaining and developing concessions relating thereto, with all the powers which the laws of the State of New York or of any other state or country in which the Corporation shall do business may grant to general storage warehouse companies, and especially to devote itself to the storage, preservation and custody of fruits and merchandise, and to issue receipts, either registered or to bearer, with such requisites and value as are established by law;

5. To engage in the business of raising cattle of all kinds, and in the purchase, sale and slaughter thereof, and in the maintenance of pasture lands, ranches, and, in general, to take any action which may reasonably be related to such negotiations of purchase, sale, breeding, slaughter and commerce in cattle of all kinds.

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6. To take, buy, purchase, exchange, take on lease and sublease, and otherwise acquire, own, use, hold, occupy, manage, control, maintain, improve, develop, mortgage and otherwise encumber, sell, assign, transfer, convey, lease, sublease and otherwise dispose of, and generally deal in and with real estate, real property, and any and all interests and rights therein and thereto, located in any part of the world; to manufacture and construct, acquire by purchase or otherwise, and to hold, use, assign, pledge, mortgage, sell, exchange or otherwise dispose of, import, export and generally deal in goods, wares and merchandise of every kind and description, and grants, options, concessions, franchises and contracts, and all kinds of personal property, and any and all interests and rights therein and thereto, without limit as to kind or amount.

7. To adopt, apply for, obtain, register, purchase, lease and otherwise acquire, maintain, protect, hold, control, own, use, exploit, operate, introduce, develop, pledge, sell, assign, grant, grant licenses and other rights with respect to and otherwise dispose of, and generally deal in and with inventions, improvements, processes, copyrights, patents, trade-marks, formulae, trade names, labels,

distinctive marks and similar rights of any nature and whether or not granted, registered or established by or under the laws of the United States or of any State thereof or of any other country or place;

8. To purchase, subscribe for, or otherwise acquire or obtain an interest in (by original subscription, underwriting, participation in syndicates or otherwise), own, hold, pledge, hypothecate, mortgage, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in choses in action and other securities of every kind and description (except bills of exchange), including, but without limiting the generality of the foregoing, stocks, shares, voting trust certificates, bonds, mortgages, debentures, notes, part paid receipts and allotment certificates, land trust certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, and securities of any nature, howsoever evidenced, of any government, state, territory, district, municipality or other political or governmental division or subdivision, or of any corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever, located in or organized

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under the laws of any part of the world; to acquire or become interested in any such choses in action and securities, irrespective of whether the same are fully paid or subject to further payments or assessments; and to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any such choses in action and securities, including the right to vote thereon and otherwise act with respect thereto; to pay any assessments that may be levied upon any such securities; to receive, collect and dispose of interest, dividends, rights, profits, income and emoluments of any kind whatsoever from any such choses in action, securities and transactions;

9. For any purpose, upon any terms and without limit, to borrow or raise money and to issue, draw, make, accept, endorse, sell and dispose of bonds, debentures, notes, drafts, bills of exchange, warrants, certificates of indebtedness, certificates of interest and other obligations and securities of the Corporation, secured or unsecured and howsoever evidenced, and as security therefor to mortgage, pledge, convey, assign in trust or grant any charge or impose any lien upon all or any part of the real or personal property, rights, interests or franchises of the Cor-

poration, whether owned by it at the time or thereafter acquired, and to lend money or other property with or without collateral security;

10. To the extent permitted by law, to promote, finance, aid and assist, financially and otherwise, any body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or other entity, located in or organized under the laws of any part of the world, any stock, share, voting trust certificate, bond, mortgage, debenture, note, right, warrant, scrip, commercial paper, choses in action, contract, evidence of indebtedness, certificate of interest or other obligation or security of which is held directly or indirectly by or for the Corporation, or in the business, financing or welfare of which the Corporation shall have any interest; and in connection therewith and to the extent permitted by law to guarantee or become surety for the performance of any undertaking or obligation of any such entity; to guarantee by endorsement or otherwise the payment of the principal of or interest or dividends on or sinking fund payments with respect to any such security of any such entity or any other payments whatsoever to be made by it; and to join in any reorganization with

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respect to any such entity;

11. To promote, institute, enter into, conduct, perform, assist or participate in every kind of commercial, agricultural, mercantile, manufacturing, mining, or industrial enterprise, business, work, contract, undertaking, venture and operation in any part of the world; and for any such purpose to purchase, lease and otherwise acquire, take over, hold, sell, liquidate and otherwise dispose of the real estate, crops, live stock, plants, equipment, inventory, merchandise, materials, stock, good will, rights, franchises, concessions, patents, trademarks and trade names and other properties of corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations and other entities located in or organized under the laws of any part of the world; to continue, alter, extend and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital and participate in any way in their affairs, and to take over as a going concern and to continue in its own name any business so acquired, all in accordance with and to the extent permitted by law;

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12. To pay for any property, securities, rights or interests acquired by the Corporation in cash or other property, rights or interests held by the Corporation, or by issuing and delivering in exchange therefor its own property, stock, shares, bonds, debentures, notes, warrants for stock, certificates of indebtedness or other obligations or securities howsoever evidenced;

13. To purchase, or otherwise acquire, hold, cancel, reissue, sell, resell and transfer shares of its own capital stock (so far as may be permitted by law) and its own bonds, debentures, warrants, rights, scrip or other obligations or securities of any nature howsoever evidenced;

14. To do any or all things herein set forth to the same extent and as fully as natural persons might or could do and to carry on all or any part of its business, objects or purposes as principal, factor, agent, contractor, ~~broker~~ or otherwise, either alone or associated with any corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity in any part of the world;

15. In carrying on its business and for the purpose of furthering its objects and purposes, to enter

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into and perform agreements and contracts of any nature with any government, state, territory, district, municipality, political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever;

16. To conduct its business in any and all branches thereof, so far as permitted by law, in the State of New York, other states, the District of Columbia, the territories, colonies, possessions and dependencies of the United States and in foreign countries, and to maintain one or more offices and agencies within and anywhere without the State of New York, and to hold, purchase, mortgage, convey and otherwise deal in and with real and personal property without as well as within the State of New York;

17. To exercise any and all powers and privileges which it might now or hereafter be lawful for any corporation to exercise under and in pursuance of the Stock Corporation Law and the General Corporation Law of the State of New York or any other law that may now or hereafter be applicable to the Corporation;

18. In general to do any and all acts and things and to exercise any and all such powers as may be necessary, appropriate or convenient for the furtherance of the business, objects and purposes herein enumerated and for the exercise of the powers herein conferred;

19. The foregoing clauses of this Article Second shall be construed as purposes, objects and powers, and the matters expressed in each clause shall not be limited in any way, except as otherwise expressly provided, by reference to or inference from the terms of any other clause (or any other matter within the same clause), but shall be regarded as independent purposes, objects and powers. The enumeration of specified purposes, objects and powers shall not be construed to exclude, limit or restrict in any manner any power, right or privilege given to the Corporation by law, or to limit or restrict in any manner the meaning of the general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

20. Nothing herein contained shall be construed as authorizing the Corporation to do in the State of New York any business for which a corporation may be

formed under or pursuant to the Banking Law, the Insurance Law, the Railroad Law or the Transportation Corporations Law;

21. Nothing herein contained shall be construed as giving the Corporation any rights, powers or privileges not permitted to it by law, but the occurrence within any of the foregoing clauses of this Article Second of any purpose, power or object prohibited by the laws of the State of New York or of any other State or of any district, territory, colony, dependency or foreign country in which the Corporation may carry on business shall not invalidate any other purpose, power or object not so prohibited, by reason of contiguity or apparent association therewith.

THIRD: The amount of the capital stock of the Corporation shall be \$20,000; to consist of 2,000 shares of the par value of \$10 each, all of one class.

The Board of Directors of the corporation shall have authority to authorize the issuance from time to time, without any vote or other action by the stockholders, of all or any shares of the stock of the corporation of any class now or hereafter authorized, part paid receipts or allotment certificates in respect of any such shares and any securities convertible into or exchangeable for any such shares (whether

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such shares, receipts, certificates or securities be unissued, or issued and thereafter acquired by the corporation), in each case to such corporations, associations, partnerships, individuals or others, for such consideration and on such terms as the Board of Directors from time to time in its discretion lawfully may fix and determine, without offering the same or any part thereof to the holders of any stock of the corporation of any class now or hereafter authorized. In the discretion of the Board of Directors any such shares, receipts, certificates or securities may be offered from time to time to the holders of any class or classes of stock to the exclusion of the holders of any or all other classes of stock at the time outstanding.

No holder of any stock of the corporation of any class now or hereafter authorized shall have any right as such holder (other than such right, if any, as the Board of Directors in its discretion may determine) to purchase, subscribe for or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any part paid receipts or allotment certificates in respect of any such shares, or any securities convertible into or exchangeable for any such shares, or any warrants, options or other instruments evidencing rights

to subscribe for, purchase or otherwise acquire any such shares, whether such shares, receipts, certificates, securities, warrants, options or other instruments be unissued or issued and thereafter acquired by the corporation.

The corporation, upon vote of the Board of Directors, from time to time may grant rights or options to subscribe for, purchase or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized or any bonds or other obligations or securities of the corporation, whether such shares of stock, bonds, or other obligations or securities be unissued, or issued and thereafter acquired by the corporation. Such rights or options (a) may relate to such amounts of any class or classes of such securities, may be exercisable within such periods, or without limitation as to time, and at such price or prices and otherwise upon such terms and conditions, and may confer such rights and privileges, (b) may be granted for such consideration and on such terms and conditions, and to such persons, firms, corporations or associations, or to the bearers or registered holders of warrants or other instruments evidencing such rights or options, and (c) may be granted separately or in connection with the issuance of any shares of stock, or of any bonds or other obligations or securities of the corporation of any class now or hereafter authorized, or otherwise, all

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as the Board of Directors may determine. No vote or consent of the stockholders of any class or classes shall be necessary to authorize any such action by the Board of Directors. Nothing contained in this Article Third shall be deemed to authorize the issuance of shares of capital stock of the corporation of any class having a par value for less than the par value thereof.

FOURTH: The principal office of the corporation is to be located in the Borough of Manhattan, City, County and State of New York.

FIFTH: The duration of the corporation is to be perpetual.

SIXTH: The number of directors of the corporation shall be not less than three nor more than fifteen and the number of directors to be chosen within such limits shall be determined in the manner prescribed by the by-laws of the corporation. No director need be a stockholder. Any director may be removed from office either with or without cause at any time by the affirmative vote of stockholders of record holding a majority of the outstanding shares of the stock of the corporation entitled to vote, given at a meeting of the stockholders called for that purpose.

SEVENTH: Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more

of its directors are members or employees or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve or ratify such contract or transaction by a vote sufficient for that purpose without counting the vote or votes of such director or directors. Such director or directors may be counted in determining the presence of a quorum at such meeting. This Article Seventh shall not be construed to invalidate any such contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto,

EIGHTH: The names and respective post-office addresses of the directors until the first annual meeting of the stockholders are:

Names of DirectorsPost Office Addresses

Louis Irvine

82 Beaver Street, New York, N. Y.

Fred L. Reynolds

82 Beaver Street, New York, N. Y.

Robert J. Moss

82 Beaver Street, New York, N. Y.

NINTH: The names and respective post-office addresses of the subscribers to this Certificate and the number of shares of capital stock which each subscriber agrees to take are:

Names of SubscribersPost Office AddressesNumber of
Shares.

Leo T. D. Lyons

31 Nassau St., New York, N.Y. 10

John L. Gray, Jr.

31 Nassau St., New York, N. Y. 10

Carl M. Anderson

31 Nassau St., New York, N. Y. 10

TENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

ELEVENTH: We, the subscribers of this Certificate, are all of full age, at least two-thirds of us are citizens of the United States and at least one of us is a resident of the State of New York, and at

least one of the persons named as a Director is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed, acknowledged and filed this Certificate, this 30th day of March, One thousand nine hundred and Thirty-three.


Leo Lyons

Carl M. Anderson

John R. Gray

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

On this *30th* day of March, 1933, before
me personally came LEO T. D. LYONS, JOHN L. GRAY, JR.
and CARL M. ANDERSON, to me known and known to me to be
the individuals described in and who executed the fore-
going certificate, and they severally duly acknowledged
to me that they executed the same.

Edmund J. Smith
Notary Public


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CERTIFICATE OF INCREASE OF THE AMOUNT OF THE CAPITAL STOCK
OF PUNIA ALEGRE SUGAR SALES CORPORATION PURSUANT TO
SECTION THIRTY-SIX OF THE STOCK CORPORATION LAW.

X

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

1933 DEC-28

TAXES 90-
FILING FEE 25-

Edmund J. Higgins
SECRETARY OF STATE
FISHER

Root Clark Buckner &
Billantone

46-81-37-1

31 Nassau St. N.Y.C.

CERTIFICATE OF INCREASE OF THE AMOUNT OF
THE CAPITAL STOCK OF PUNTA ALEGRE SUGAR
SALES CORPORATION PURSUANT TO SECTION
THIRTY-SIX OF THE STOCK CORPORATION LAW.

The undersigned, being the holder of record of all of the outstanding shares of Punta Alegre Sugar Sales Corporation entitled to vote on an increase in the amount of the capital stock of the Corporation, does hereby certify as follows:

1. The name of the corporation is Punta Alegre Sugar Sales Corporation.
2. The certificate of incorporation was filed in the office of the Secretary of State on March 31, 1933.
3. The total amount of the previously authorized capital stock is \$20,000.
4. The total number of shares which the Corporation is already authorized to issue is 2,000; the number thereof which have a par value is 2,000 and the par value of each is \$10.
5. The number of shares issued and outstanding is 30.
6. The amount of the capital stock which the Cor-

poration is hereafter to have is \$200,000.

7. The total number of shares, including those previously authorized, which the Corporation may henceforth have is 20,000; the number thereof which have a par value is 20,000 and the par value of each is \$10.

IN WITNESS WHEREOF the undersigned has subscribed and acknowledged this certificate this 2nd day of December, 1933.

Edward I. Alexander L. S.

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this) day of December, 1933, before me personally came EDWARD I. ALEXANDER, to me known to be the person described in and who executed the foregoing certificate and he duly acknowledged to me that he executed the same.

Notary Public

NOTARY PUBLIC WESTCHESTER COUNTY
Cert. filed in N. Y. Co. No. 7 Reg. No. 5-M-8
Comm. expires March 30, 1935



46-81-37-3

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

ROBERT J. MORSE, being duly sworn, says:

I am the Secretary of Punta Alegre Sugar Sales Corporation, the corporation mentioned and described in the foregoing certificate; the person who has executed the foregoing certificate constitutes the holder of record of all of the outstanding shares of the Corporation entitled to vote on an increase of the capital stock of said Corporation.

Subscribed and sworn to
before me this 26
day of December, 1933.

Robert J. Morse



W. H. Schenck
Notary Public.

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 22 1934

Certificate of Designation

of

Edward J. Sweeney
RECLAMATION ENGINEER

1971

PUNTA ALEGRE SUGAR SALES CORPORATION

(Exact name of Corporation)

The undersigned business corporation hereby certifies pursuant to section 24 of the Stock Corporation Law
That it hereby designates the Secretary of State of the State of New York as its agent upon whom process in
any action or proceeding against it may be served within the State of New York.

That the address to which the Secretary of State shall mail a copy of any process against the corporation
which may be served upon him pursuant to law is, Philip H. Menikoff
82 Beaver Street,
(Street and Number)
New York City,
(City, Village or Town)
New York.
(State)

In Witness Whereof, such corporation has caused this certificate to be executed in its corporate name and under
its corporate seal, by Philip H. Menikoff
(Name of officer)
its President
(Here insert title of office; either president, vice-president, secretary or treasurer)

(Affix
Corporate Seal
Here)

PUNTA ALEGRE SUGAR SALES CORPORATION

(Place stamp Corporate name typed here)

By

Philip H. Menikoff
(Signature of officer)
TRES.

STATE OF NEW YORK
COUNTY OF NEW YORK

On this 19th day of November, 1934, before me personally appeared
Philip H. Menikoff to me personally known and known to me to be the
person described in and who executed the foregoing certificate, and he thereupon acknowledged to me that he exe-
cuted the same for the uses and purposes therein mentioned.

Arthur M. Glavin
Notary Public

County of New York
NOTARY PUBLIC
COMMISSION No. 1248 EXPIRES No. 1, 1935
COUNTY No. 1248 ENTERED No. 1, 1934
RENEWAL EXPIRES MARCH 24, 1935

NOTE: If the foregoing acknowledgment is taken without the State of New York, the signature of the Notary Public
should be authenticated by a certificate of the clerk of the county in which such notary has power to act, or other proper officer.
This certificate is to be forwarded to the Corporation Division, Department of State, Albany, N. Y., accompanied by \$2.00
in payment of the filing fee.

Form 712 10-22-34 20,000

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CERTIFICATE OF REDUCTION OF THE PAR
VALUE OF SHARES HAVING A PAR VALUE
AND OF INCREASE OF NUMBER OF SHARES

of

5925
24
PUNTA ALEGRE SUGAR SALES CORPORATION

Pursuant to Section 36 of the Stock Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 27 1941

TAX \$ 6.00

FILING FEE \$ 25.00

Michael T. Moran

SECRETARY OF STATE

BY *[Signature]*
CLERK

ROOT, CLARK, BUCKNER & BALLANTINE
31 Nassau Street
New York, N. Y.

5925-244

CERTIFICATE OF REDUCTION OF THE PAR
VALUE OF SHARES HAVING A PAR VALUE
AND OF INCREASE OF NUMBER OF SHARES

of

PUNTA ALEGRE SUGAR SALES CORPORATION

Pursuant to Section 36 of the Stock Corporation Law

We, the undersigned, PERCY KETCHAM and SEYMOUR G. BRAND, being the President and Secretary, respectively, of Punta Alegre Sugar Sales Corporation (hereinafter referred to as the Corporation), do hereby certify:

1. The name of the Corporation is Punta Alegre Sugar Sales Corporation.
2. The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of the State of New York on March 31, 1933. ²⁴
3. The total amount of the previously authorized capital stock of the Corporation is \$200,000, consisting of 20,000 shares of capital stock of the par value of \$10 per share.
4. The total number of shares which the Corporation is already authorized to issue is 20,000 shares, all of which are of the par value of \$10 per share.
5. All of the shares of the Corporation already authorized are of one class.
6. The number of shares of the Corporation issued and outstanding is 20,000 shares of capital stock of the par

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value of \$10 per share. All of such shares are to be reduced as to par value.

7. The amount of the authorized capital stock which the Corporation is hereafter to have is \$200,000, to consist of 50,000 shares of capital stock of the par value of \$4 per share.

8. The total number of shares, including those previously authorized, which the Corporation may henceforth have is 50,000, all of which are to have a par value of \$4 per share.

9. The par value of each of the 20,000 shares of capital stock of the Corporation already issued and outstanding shall, upon the filing of this certificate, be reduced from \$10 per share to \$4 per share without effecting any increase in the number of shares issued and outstanding.

10. The surplus resulting from the reduction of the par value of the shares already authorized and issued shall be available for any one or more of the following purposes:
(a) to be used for any purpose for which surplus may be used;
or (b) to be reserved and used for specified purposes; or
(c) to be returned to the stockholders, according to their respective rights, at such times and in such manner as the directors of the Corporation may determine.

IN WITNESS WHEREOF, we have subscribed and acknowl-

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edged this certificate this 26th day of September, 1941.

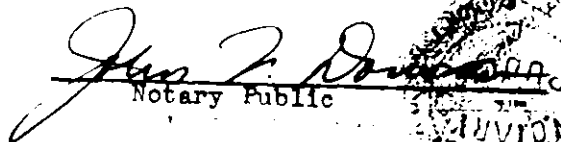
Eric T. L. Linn
President


Seymour H. Brand
Secretary *

5925-24-4

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

On this 26th day of September, 1941, before me personally came PERCY KETCHAM and SEYMOUR G. BRAND, to me known to be the persons described in and who executed the foregoing Certificate and they severally duly acknowledged to me that they executed the same.


Notary Public



5925-24-5

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this 26th day of September, 1941, before me personally came PERCY KETCHAM and SEYMOUR G. BRAND, to me known who, being by me duly and severally sworn, each for himself deposes and says: that he, the said Percy Ketcham, is the President, and that he, the said Seymour G. Brand, is the Secretary, of Punta Alegre Sugar Sales Corporation, and that they have been authorized to execute and file the foregoing Certificate by the votes, cast in person or by proxy, of the holders of record of two-thirds of the outstanding shares of the Corporation entitled to vote at the stockholders' meeting at which such votes were cast, with relation to the proceedings provided for in the foregoing Certificate, and that such votes were cast at a stockholders' meeting held upon due waiver of the notice prescribed by Section 45 of the Stock Corporation Law signed by all of the stockholders of the Corporation, and that such meeting was held on the 26th day of September, 1941.

Percy Ketcham
President

Seymour G. Brand
Secretary

Sworn to before me, this
26th day of September, 1941.

John F. [Signature]
Notary Public

JOHN F. [Signature]
Notary Public
5925-24-6

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 26th day of September, 1941, before me personally came PERCY KETCHAM and ROBERT J. MORSE, to me known who, being by me duly and severally sworn, each for himself deposes and says: that he, the said Percy Ketcham, is the President, and that he, the said Robert J. Morse, is the Treasurer, of Punta Alegre Sugar Sales Corporation, and that the actual value of the assets of the Corporation is not less than the total amount of the debts and liabilities of the Corporation plus the proposed amount of its capital.

Percy Ketcham
President

Robert J. Morse
Treasurer

Sworn to before me this
26th day of September, 1941.

John F. Womack
Notary Public



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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF PUNTA ALEGRE SUGAR SALES CORPORATION PURSUANT
TO SECTION THIRTY-SIX OF THE STOCK CORPORATION LAW

We, the undersigned, Frank G. Brown, Jr. and Seymour G. Brand, being respectively the President and the Secretary-Treasurer of Punta Alegre Sugar Sales Corporation hereby certify:

1. The name of the corporation is Punta Alegre Sugar Sales Corporation.

2. The certificate of incorporation of said corporation was filed in the office of the Department of State on the thirty-first day of March, 1933.

283685

3. The certificate of incorporation is amended to effect a change in the name of the corporation.

4. To accomplish the foregoing, the paragraph of the certificate of incorporation of this corporation designated as paragraph FIRST setting forth the name of the corporation is hereby amended to read as follows:

FIRST: The name of the corporation is
PUNTA ALEGRE COMMODITIES CORPORATION

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged this certificate this 1 day of August, 1961.

Frank G. Brown Jr.
President

Seymour G. Brand
Secretary-Treasurer

283685

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

FRANK G. BROWN, JR. and SEYMOUR G. BRAND, being duly sworn, depose and say and each for himself deposes and says: that Frank G. Brown, Jr. is the president of Punta Alegre Sugar Sales Corporation and that Seymour G. Brand is secretary-treasurer of said corporation; that they have been authorized to execute and file the foregoing certificate by the votes, cast in-person or by proxy, of the holders of record of a majority of the outstanding shares of the corporation entitled to vote thereon; and that such votes were cast at a stockholders' meeting held upon written waiver pursuant to Section 31 of the General Corporation Law, of the notice required by Section 45 of the Stock Corporation Law, by every stockholder of record of the corporation entitled to vote thereon, and that such meeting was held on the 14th day of August, 1961.

Frank G. Brown, Jr.
Frank G. Brown, Jr.

Seymour G. Brand
Seymour G. Brand

Subscribed and sworn to before
me this 14th day of August 1961.

Robert Joseph Alexander
Notary Public

283685- 2

ROBERT JOSEPH ALEXANDER
Notary Public, State of New York
No. 30-0039920
Qualified in Nassau County
Certificate filed with N. Y. County Clerk
Term Expires March 30, 1963

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 18th day of August, 1961, before me personally came FRANK G. BROWN, JR. and SEYMOUR G. BRAND, to me known, and known to me to be the persons described in and who executed the foregoing certificate, and they severally duly acknowledged that they executed the same.

Robert Joseph O'Brien
Notary Public

My Commission Expires
September 1, 1963
Certificate of Appointment
Term Expires March 1, 1963

283685-3

H. 5000

Dom. 3/31/83 NYC
4431-56. Dur. P

new name int. Review
8/15/61

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OK 8/21

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF PUNTA ALEGRE SUGAR SALES CORPORATION PURSUANT
TO SECTION THIRTY-SIX OF THE STOCK CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 21 1961

PAY: NOV
CHARGES: 30

Secretary of State

BY [Signature]

DEWEY, BALLANTINE, BUSHBY, PALMER & WOOD
40 WALL ST.
NY 5 NY- 4 2830 FS

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF PUNTA ALEGRE COMMODITIES CORPORATION PURSUANT
TO SECTION THIRTY-SIX OF THE STOCK CORPORATION LAW

We, the undersigned, Frank G. Brown, Jr. and Seymour G. Brand, being respectively, the President and the Secretary-Treasurer of Punta Alegre Commodities Corporation hereby certify:

1. The name of the corporation is Punta Alegre Commodities Corporation and the name under which it was incorporated was Punta Alegre Sugar Sales Corporation. A Certificate of Change of Name to Punta Alegre Commodities Corporation was duly filed in the office of the Department of State on the twenty-first day of August, 1961.
2. The original certificate of incorporation of said corporation was filed in the office of the Department of State on the thirty-first day of March, 1933. 284543
3. The certificate of incorporation is amended to effect a change authorized in subdivision two of Section Thirty-Five of the Stock Corporation Law, to wit, to change some of the purposes and powers of the corporation.
4. To accomplish the foregoing, the paragraph of the certificate of incorporation of this corporation designated as paragraph SECOND, which paragraph sets forth the purposes and powers of the corporation is hereby amended

by adding thereto at the end thereof the following subparagraphs:

"22. To purchase or otherwise acquire, own, hold, pledge, hypothecate, mortgage, sell, transfer, assign, exchange or otherwise dispose of and generally deal in grain and its products and by-products.

"23. To construct, acquire, sell, assign, form into groups, merge, consolidate, delivery, dispose of, lease, develop, exploit, maintain, use, administer for its own account or for that of others, improve, repair, substitute, possess and manage one or more grain elevators in the State of New York, other States of the United States, the District of Columbia, the territories, colonies, possessions and dependencies of the United States and in foreign countries, together with all the accessories and annexes, including everything which may directly or indirectly form a part of, or contribute towards the development of said grain elevators."

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged this certificate this 25th day of August, 1961.

Frank G. Brown
President

Raymond L. Brown
Secretary-Treasurer

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.

FRANK G. BROWN, JR. and SEYMOUR G. BRAND, being duly sworn, depose and say and each for himself deposes and says: that Frank G. Brown, Jr. is the president of Punta Alegre Commodities Corporation and that Seymour G. Brand is secretary-treasurer of said corporation; that they have been authorized to execute and file the foregoing certificate by the votes, cast in person or by proxy, of the holders of record of a two-thirds of the outstanding shares of the corporation entitled to vote thereon; and that such votes were cast at a stockholders' meeting held upon written waiver pursuant to Section 31 of the General Corporation Law, of the notice required by Section 45 of the Stock Corporation Law, by every stockholder of record of the corporation entitled to vote thereon, and that such meeting was held on the 25th day of August, 1961 and that neither the Certificate of Incorporation nor any other Certificate filed pursuant to law requires a larger proportion of votes.

Frank G. Brown, Jr.
Frank G. Brown, Jr.

Seymour G. Brand
Seymour G. Brand

Subscribed and sworn to before
me this 2nd day of August 1961

Harry Kurland
Notary Public

HARRY KURLAND
NOTARY PUBLIC, STATE OF NEW YORK
No. 41-7266800
Qualified in Queens County
Cert. filed in New York County
Term expires March 30, 1964

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 25th day of August, 1961, before me personally came FRANK G. BROWN, JR. and SEYMOUR G. BRAND, to me known, and known to me to be the persons described in and who executed the foregoing certificate, and they severally duly acknowledged that they executed the same.

Harry Kurland
Notary Public
HARRY KURLAND
NOTARY PUBLIC STATE OF NEW YORK
No. 417386800
Qualified in Queens County
Cert. filed in New York County
Term expires March 30, 1962

0-17212

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Handwritten signature or initials across the middle of the page.

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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF PUNTA ALEGRE COMMODITIES CORPORATION PURSUANT
TO SECTION THIRTY-SIX OF THE STOCK CORPORATION LAW

284543

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 25 1961

TAX *none*
FILING FEE \$ *30*

Caroline H. Simon
Secretary of State

Handwritten signature

*Dewey, Ballantine, Bushby,
Palmer & Wood*

50

H

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION

OF

PUNTA ALEGRE COMMODITIES CORPORATION

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

* * * *

We, the undersigned, W. Gordon Robertson and John E. Hess, being respectively President and Secretary of Punta Alegre Commodities Corporation, hereby certify:

467602

1. The name of the corporation is Punta Alegre Commodities Corporation. The name under which the corporation was formed was Punta Alegre Sugar Sales Corporation.

2. The certificate of incorporation of the corporation was filed by the department of state on the 31st day of March, 1933.

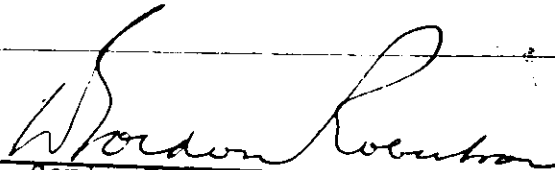
3. The certificate of incorporation is amended so as to change the name of the corporation.

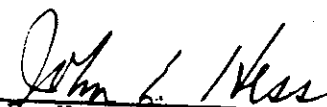
4. To effect the foregoing, paragraph First of the certificate of incorporation setting forth the name of the corporation, is amended to read as follows:

FIRST: The name of the corporation is
BANGOR PUNTA OPERATIONS, INC.

5. The amendment was authorized by the unanimous written consent of all the shareholders of the corporation pursuant to Section 615 of the Business Corporation Law.

IN WITNESS WHEREOF, we have signed this certificate
on the 2nd day of December, 1964.


W. Gordon Robertson, President


John E. Hess, Secretary



VERIFICATION

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

W. GORDON ROBERTSON, being first duly sworn,
deposes and says that he is President of Punta Alegre
Commodities Corporation, that he has read the foregoing
certificate and knows the contents thereof and that the
statements therein contained are true.



Sworn to before me this
day of December, 1964.



Notary Public
JULIAN J. KRATTIER
Notary Public, State of New York
No. 41-7358245 - Queens County
Certificate filed in New York County
Term Expires March 30, 1966

2.