

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

HYBRITECH SEED INTERNATIONAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HYBRITECH SEED INTERNATIONAL, 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 HYBRITECH SEED INTERNATIONAL, INC. to transact business in this State under the name HYBRITECH SEED INTERNATIONAL, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: April 30, 1993



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]* *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE

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 HybriTech Seed International, Inc.
2. The name which it shall use in Idaho is _____
(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 November 27, 1967 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 c/o The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801
6. The address to which correspondence should be addressed, if different from that in item 5. c/o The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801
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 is proposed to pursue in the transaction of business in Idaho are: Research, development, production and sales of potato products.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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

| Name | Office | Address |
|---------------------|--------|---------|
| PLEASE SEE ATTACHED | | |
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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: 4/16/93

HybriTech Seed International, Inc.

(Corporation name)

By P. F. Johanson
P. F. Johanson, Its President/~~XXXXXXXXXXXXXXXXXXXXXXXX~~
and D. P. Doherty
D. P. Doherty, Its Secretary/~~XXXXXXXXXXXXXXXXXXXXXXXX~~

STATE OF Missouri)
COUNTY OF St. Louis) ss:

I, Judith A. Lorenz, a notary public, do hereby certify that on this 16th day of April, 19 93, personally appeared before me P. F. Johanson, who being by me first duly sworn, declared that (s)he is the President of HybriTech Seed International, Inc.

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

JUDITH A LORENZ
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP. NOV. 20, 1995

Judith A Lorenz
Notary Public

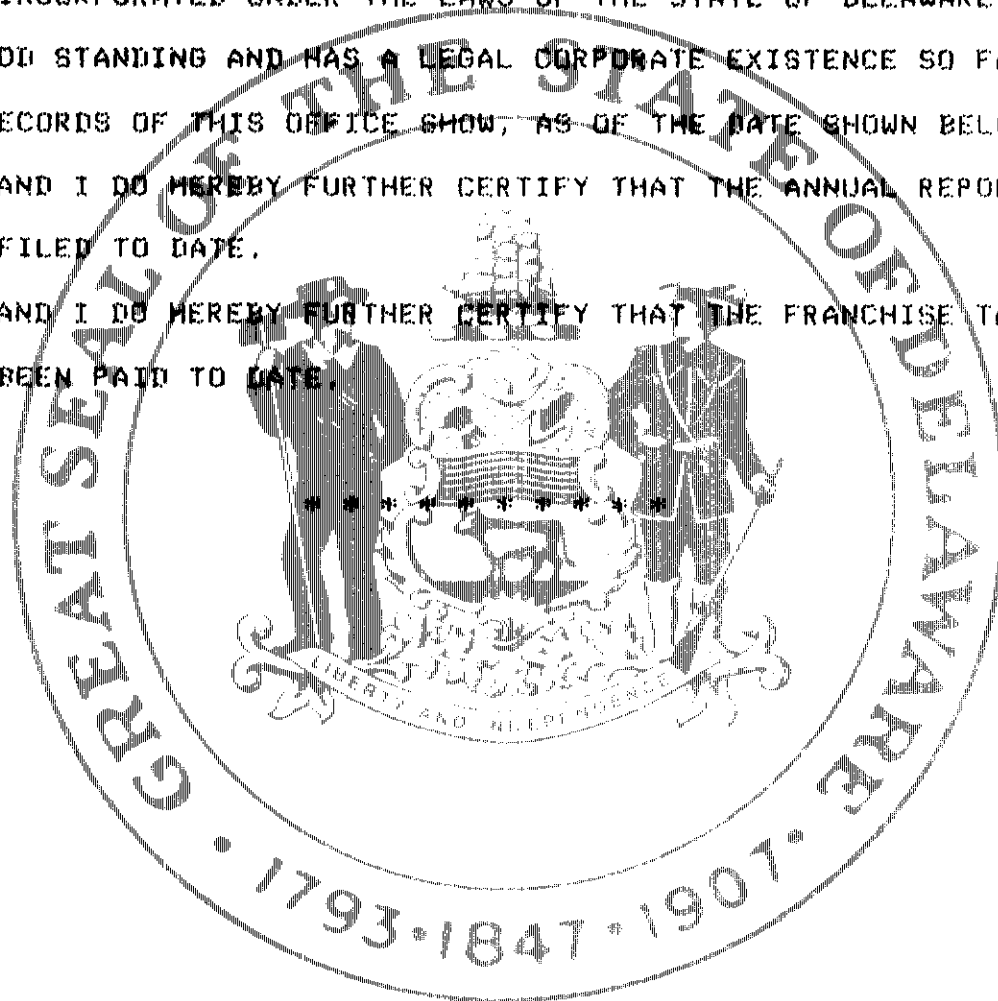
| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|-----------------------|-------------------|--|
| P. J. Arnall | Asst. Secretary | Monsanto Company 800 N. Lindbergh Blvd. St. Louis, MO 63167 |
| R. L. Brady | Asst. Treasurer | Monsanto Company 800 N. Lindbergh Blvd. St. Louis, MO 63167 |
| D. P. Doherty | Director & Secy. | Monsanto Company 800 N. Lindbergh Blvd. St. Louis, MO 63167 |
| P. F. Johanson | Director & Pres. | Monsanto Company 700 Chesterfield Village Parkway St. Louis, MO 63198 |
| M. D. Keen | Asst. Treasurer | Monsanto Company 700 Chesterfield Village Parkway St. Louis, MO 63198 |
| J. J. Mock | Vice President | Monsanto Company 700 Chesterfield Village Parkway St. Louis, MO 63198 |
| J. A. Penning, Jr. | Asst. Secretary | Monsanto Company 800 N. Lindbergh Blvd. St. Louis, MO 63167 |
| R. M. Stovall | Director & Treas. | Monsanto Company 800 N. Lindbergh Blvd. St. Louis, MO 63167 |
| M. P. Wilkins, Jr. | Director | Monsanto Company 700 Chesterfield Village Parkway St. Louis, MO 63198 |
| J. H. Willeke | Vice President | Jacob Hartz Seed Co., Inc. 901 N. Park Avenue Stuttgart, AR 72160 |

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY HYBRITECH SEED INTERNATIONAL, 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3853549

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DATE: 04/09/1993