



Department of State.

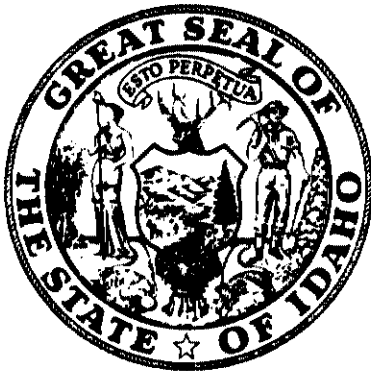
**CERTIFICATE OF REGISTRATION
OF**

SUNSEEDS LTD., LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SUNSEEDS LTD., L.P. for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership 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 Registration to SUNSEEDS LTD., L.P. to transact business in this State under the name SUNSEEDS LTD., LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated **February 19, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

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1. The name of the limited partnership is Sunseeds Ltd., L.P.
2. The name which it shall use in Idaho is Sunseeds Ltd., Limited Partnership
(Must include, without abbreviation, the words "Limited Partnership.")
3. It is organized under the laws of Delaware
4. The date of its formation is December 31, 1990
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 32 Lookerman Square, Suite L-100, Dover, DE 19901
6. The name and street address of its proposed registered agent in Idaho are The Prentice-Hall Corporation System, Inc.
877 Main Street, Boise, Idaho 83702-5858
7. The general character of the business it proposes to transact in Idaho is:
Breeding, developing and distributing hybrid, proprietary
and selected nonproprietary plant and vegetable seed varieties.
8. The name and business address of each general partner and of each limited partner whose contribution is equal to or greater than five percent (5%) of the total contribution of all partners:

Name	General or Limited	Address
<u>CHSCO, Inc.</u>	<u>General</u>	<u>2320 Technology Parkway</u> <u>Hollister, CA 95023</u>
<u>Westseeds, Inc.</u>	<u>Limited</u>	<u>301 Grant Street</u> <u>Pittsburgh, PA 15219</u>
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(continued on reverse)

Name	General or Limited	Address
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9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the state or country under the laws of which it is organized.

Dated January 10, 19 91.

SUNSEEDS LTD., L.P.

By

Charles H. Samuelson

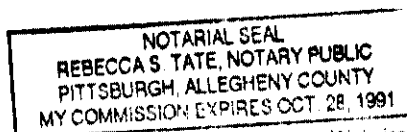
CHSCO, INC. Charles H. Samuelson, President
A General Partner

STATE OF PENNSYLVANIA)
) ss:
COUNTY OF ALLEGHENY)

I, Rebecca S. Tate, a notary public, do hereby certify that on this
10th day of January, 19 91, personally appeared
before me CHSCO, Inc. Charles H. Samuelson, President, who being by me first duly sworn,
declared that (s)he is a general partner of Sunseeds Ltd, L.P.

that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

Rebecca S. Tate



Member, Pennsylvania Association of Notaries



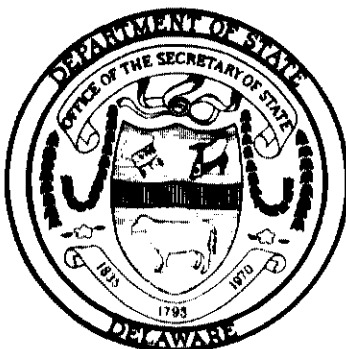
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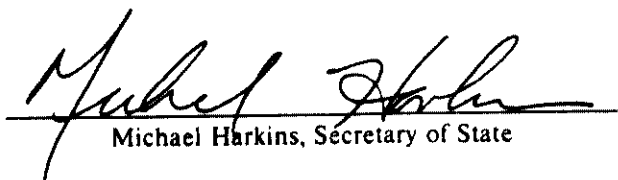
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY SUNSEEDS LTD., L.P. IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

* * * * *



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Michael Harkins, Secretary of State

AUTHENTICATION: *2952895

DATE: 02/11/1991