

State of Idaho

Department of State

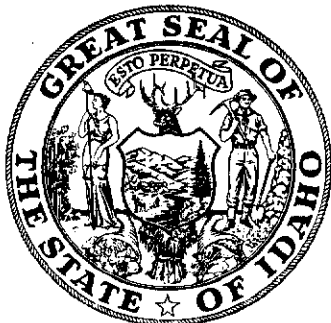
CERTIFICATE OF DISSOLUTION OF

ASIAN PACIFIC INVESTMENTS, INC.
File Number C 95981

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of ASIAN PACIFIC INVESTMENTS, INC., 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 Certificate of Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated: November 8, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herald*

**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 30-1-92 OF THE
IDAHO BUSINESS CORPORATION ACT
OF
ASIAN PACIFIC INVESTMENTS, INC.**

NOV 11 1996
SECRETARY OF STATE
STATE OF IDAHO
DATE 11/08/1996 0900 38092
CK #: 1157140 DIST: 2048
PROF AN DISSD
30.00 '96

Pursuant to the provisions of Section 30-1-92 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name of the corporation is ASIAN PACIFIC INVESTMENTS, INC.

SECOND: The names and addresses of the last officers and directors of the corporation and their respective offices are:

- President:** Ronald L. Colton, 39 North California Street, Ventura, California 93001
- Secretary:** Brenda L. DeHart, 39 North California Street, Ventura, California 93001
- Director:** Ronald L. Colton, 39 North California Street, Ventura, California 93001
- Director:** Brenda L. DeHart, 39 North California Street, Ventura, California 93001

THIRD: The notice required by Section 30-1-87, Idaho Code, has been given.

FOURTH: All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

FIFTH: All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with the provisions in the Articles of Incorporation, or if there is no provision then in proportion to their respective rights and interests.

SIXTH: There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

SEVENTH: A duplicate original of the consent of shareholders to dissolve or a verified copy of the resolution to dissolve is annexed hereto.

DATED: October 21, 1996

ASIAN PACIFIC INVESTMENTS, INC.
An Idaho Corporation

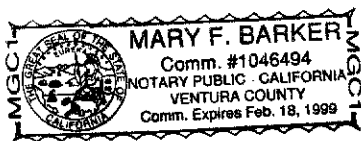
By [Signature]
RONALD L. COLTON, President

By [Signature]
BRENDA L. DeHART, Secretary

STATE OF CALIFORNIA)
) ss.
COUNTY OF VENTURA)

On October 22, 1996, before me, MARY F. BARKER, a Notary Public, personally appeared RONALD L. COLTON and BRENDA L. DeHART, personally known to me (or proved on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.



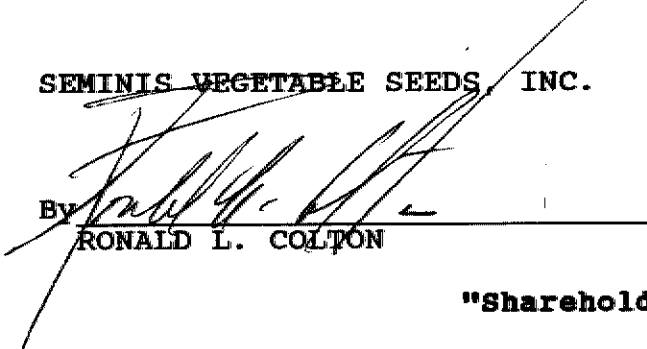
[Signature]
Notary Signature

CONSENT OF SHAREHOLDER TO DISSOLUTION
OF
ASIAN PACIFIC INVESTMENTS, INC.

The undersigned, as the sole shareholder of ASIAN PACIFIC INVESTMENTS, INC. hereby consents to the dissolution of ASIAN PACIFIC INVESTMENTS, INC.

SEMINIS VEGETABLE SEEDS, INC.

DATED: October 21, 1996

By 
RONALD L. COLTON

"Shareholder"