

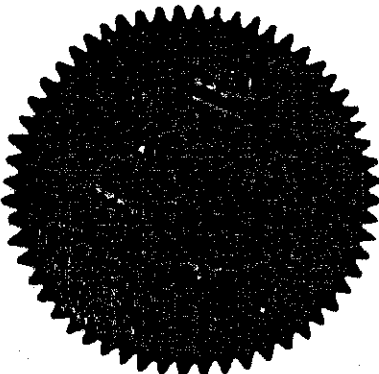
State of Delaware



Office of Secretary of State

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "CARGILL, INCORPORATED", as
received and filed in this office the twenty-eighth day of
August, A.D. 1967, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-eighth day
of August in the year of our Lord
one thousand nine hundred and sixty-seven.



Elisha C. Dukes

Secretary of State

J. L. Houns

Asst Secretary of State

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF**

Cargill, Incorporated

We, the undersigned, Erwin E. Kelm and Donald C. Levin, President and Secretary, respectively, of Cargill, Incorporated, a corporation organized and existing under and by virtue of the statutes of the State of Delaware (hereinafter called the "corporation"), do hereby certify that in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the certificate of incorporation of the corporation, as heretofore amended, shall be amended as follows:

By amending subsection (B) of subparagraph (2) of Paragraph B of Section V of Article FOURTH, as heretofore amended, as follows:

1. By deleting all except the first sentence thereof.

The capital of the corporation will not be reduced under or by reason of this Amendment.

IN WITNESS WHEREOF, This Certificate has been made under the seal of said Cargill, Incorporated, and has been signed by the undersigned Erwin E. Kelm and Donald C. Levin, President and Secretary, respectively, this 24th day of August, 1967.

(CORPORATE SEAL)

Erwin E. Kelm

President

Donald C. Levin

Secretary

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } ss.

BE IT REMEMBERED That on this 24th day of August, 1967, personally came before me, a Notary Public in and for the County and State aforesaid, Erwin E. Kelm, President and Donald C. Levin, Secretary of Cargill, Incorporated, a corporation of the State of Delaware, and they duly executed said certificate before me and severally acknowledged the said certificate to be their act and deed and the act and deed of said corporation and the facts stated therein are true; that the signatures of the said officers are in the handwriting of each of said officers respectively; and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(SEAL)

Looney M. Olson
Notary Public

ROBERT M. OLSON
Notary Public, Hennepin County, Minn.
My Commission Expires Dec. 8, 1968.