

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

NA-CHURS PLANT FOOD COMPANY
File Number C 110810

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NA-CHURS PLANT FOOD COMPANY 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 NA-CHURS PLANT FOOD COMAPNY to transact business in this State under the name NA-CHURS PLANT FOOD COMAPNY and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 31, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Delaney*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation) 10 21 AM '95

SECRETARY 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 NA-CHURS PLANT FOOD COMPANY
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 March 3, 1995 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 United Corporate Services, Inc., No. 15 E. North St., Dover, Delaware 19901
6. The address to which correspondence should be addressed, if different from that in item 5. 421 Leader Street, Marion, Ohio 43302
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:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(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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19950531 0900 93645 2

CK #: 14632 CUST# 20572

CORP

100.00= 120.00

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

Name	Office	Address
See attached list of directors and officers		

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: _____

NA-CHURS PLANT FOOD COMPANY

(Corporation Name)

By John D. Kelly
John D. Kelly Its President/Vice President (please specify)

and John A. Chuprinko
John A. Chuprinko Its Secretary/Assistant Secretary (please specify)

STATE OF Ohio

) ss:

COUNTY OF Marion

I, SHEILA IREY, a notary public, do hereby certify that on this 25th day of MAY, 19 95, personally appeared before me John A. Chuprinko, who being by me first duly sworn, declared that (s)he is the Asst. Secretary of _____

NA-CHURS PLANT FOOD COMPANY

Asst.

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



SHEILA IREY
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES NOVEMBER 4, 1995

Sheila Ireay
Notary Public

Appendix to Idaho
Application for Certificate of Authority

**Directors and Officers of
NA-CHURS PLANT FOOD COMPANY**

1. Gabi Politzer, Director
5100 Poplar Ave., Ste. 2414
Memphis, Tennessee 38119
2. Lester W. Youner, Director
Nine West 57th Street
New York, New York 10019
3. Mark G. Boulanger, Director
5100 Poplar Ave., Ste. 2414
Memphis, Tennessee 38119
4. John H. Miles, Director
P.O. Box 821003
Vicksburg, Mississippi 39182
5. John D. Kelly, President and Director
421 Leader Street
Marion, Ohio 43302
6. George H. Berg, Vice President, Sales
421 Leader Street
Marion, Ohio 43302
7. Orville E. Gaffney, Vice President, Market Expansion
421 Leader Street
Marion, Ohio 43302
8. Robert G. Hopp, Vice President, Operations
421 Leader Street
Marion, Ohio 43302
9. David E. Rose, Secretary
421 Leader Street
Marion, Ohio 43302
10. John A. Chuprinko, Treasurer/Asst. Secretary
421 Leader Street
Marion, Ohio 43302

Idaho

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NA-CHURS PLANT FOOD COMPANY" 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 TENTH DAY OF MAY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2485773 8300

DATE:

7500625

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05-10-95