

State of Idaho

Department of State

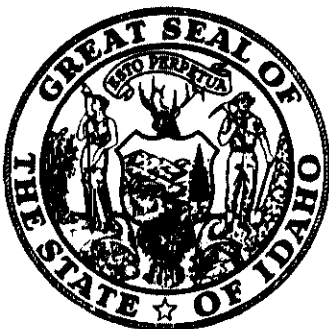
CERTIFICATE OF AUTHORITY OF

SUNSEEDS ACQUISITION CORPORATION

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

Dated: March 23, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 Sunseeds Acquisition Corporation

2. The name which it shall use in Idaho is Sunseeds Acquisition Corporation

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by 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 February 8, 1994 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 Corporation Service Company, 1013 Centre Road, Wilmington, DE 19806

6. The address to which correspondence should be addressed, if different from that in item 5.

18640 Sutter Blvd., Morgan Hills, CA 95037

7. The street address of its proposed registered office in Idaho is 200 NORTH 23RD STREET

BOISE, ID 83702

, and the name of its proposed registered agent in Idaho at that address is Corporation Service Company

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

The production, selling and distribution of vegetable seeds.

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

Name	Office	Address
<u>James A. Kohlberg</u>	<u>President</u>	<u>c/o Kohlberg & Co., 111 Radio Circle Mt. Kisco, NY 10549</u>
<u>Kim G. Day</u>	<u>V.P. and Secretary</u>	<u>c/o Kohlberg & Co., 111 Radio Circle, Mt. Kisco, NY 10549</u>
<u>George W. Peck IV</u>	<u>Vice President</u>	<u>c/o Kohlberg & Co., 111 Radio Circle Mt. Kisco, NY 10549</u>
<u>Christopher Scovena</u>	<u>V.P. and Asst. Sec'y</u>	<u>c/o Kohlberg & Co., 111 Radio Circle Mt. Kisco, NY 10549</u>

(continued on reverse)

Name	Office	Address
James A. Kohlberg	Director	c/o Kohlberg & Co., 111 Radio Circle Mt. Kisco, NY 10549
George W. Peck IV	Director	c/o Kohlberg & Co., 111 Radio Circle Mt. Kisco, NY 10549
Kim G. Davis	Director	c/o Kohlberg & Co., 111 Radio Circle Mt. Kisco, NY 10549
Christopher Lacovera	Director	c/o Kohlberg & Co., 111 Radio Circle Mt. Kisco, NY 10549

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: MARCH 17, 1994

Sunseeds Acquisition Corporation

(Corporation Name)

By

[Signature]
Its ~~President~~ Vice President (please specify)

and

[Signature]
Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF New York)

) ss:

COUNTY OF Westchester)

I, LINDA S. POTASH, a notary public, do hereby certify that on this 17TH day of MARCH, 19 94, personally appeared before me Christopher Lacovera, who being by me first duly sworn, declared that (s)he is the Assistant Secretary of Sunseeds Acquisition Corporation

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

LINDA S. POTASH
Notary Public, State of New York
No. 31-4897561
Qualified in New York County
Commission Expires June 1, 1995

[Signature]
Notary Public

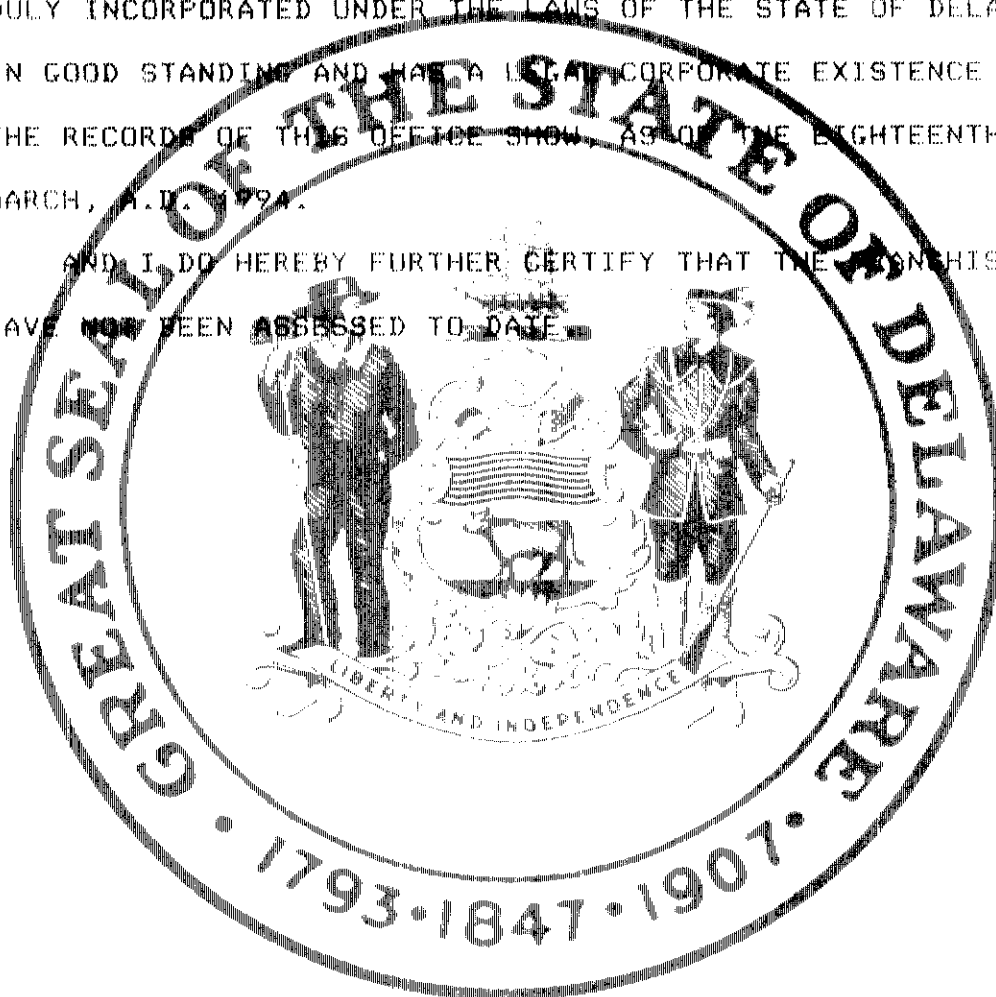
Office of the Secretary of State

Mar 21 9 40 AM '94

SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY "SUNSEEDS ACQUISITION CORPORATION" 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 EIGHTEENTH DAY OF MARCH, A.D. 1994.

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



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

DATE:

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