

**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:

PART ONE. By amending Article FOURTH thereof, as heretofore amended, so that the first paragraph thereof reads in its entirety as follows:

FOURTH: The total number of authorized shares of the capital stock of this corporation is Three Million, Nine Hundred Five Thousand (3,905,000) divided into four (4) classes of the following respective amounts, to-wit:

Four Hundred Thousand (400,000) shares of Preferred stock of the par value of Fifty Dollars (\$50) per share; Ten Thousand (10,000) shares of Special Preferred stock of the par value of Fifty Dollars (\$50) per share; Four Hundred Ninety-five Thousand (495,000) shares of special stock, designated as Management stock, of the par value of One and $66\frac{2}{3}$ /100ths Dollars (\$1.66 $\frac{2}{3}$) per share; and Three Million (3,000,000) shares of Common stock of the par value of One and $66\frac{2}{3}$ /100ths Dollars (\$1.66 $\frac{2}{3}$) per share.

PART TWO. For the purpose of reclassifying the Common stock of this corporation of the par value of \$5 per share into shares of Common stock of this corporation of the par value of \$1.66 $\frac{2}{3}$ per share authorized by said amendment, the Certificate of Amendment to the Certificate of Incorporation, as heretofore amended, of the corporation shall contain the following additional provisions:

Of the 3,000,000 authorized shares of Common stock of the par value of \$1.66 $\frac{2}{3}$ per share, 3 shares thereof shall be deemed to be issued and outstanding immediately after the effective date of said amendment for each 1 share of Common stock of the par value of \$5 per share heretofore issued and outstanding immediately prior to the taking effect of said amendment, and each 1 share of Common stock of the par value of \$5 per share heretofore issued and outstanding immediately prior to the taking effect of said amendment shall, by virtue of said amendment, be changed and reclassified into 3 shares of Common stock of the par value of \$1.66 $\frac{2}{3}$ each which the corporation shall have authority to issue pursuant to said amendment. Such change shall be effected as follows: Each certificate representing a share or shares of said Common stock of the par value of \$5 per share issued and outstanding immediately prior to the taking effect of said amendment shall thereafter, and until transferred or exchanged for a new certificate or certificates as hereinafter provided, represent shares of Common stock of the par value of \$1.66 $\frac{2}{3}$ per share authorized by said amendment equal in number to three times the number of shares stated in such certificate. Upon presentation or surrender of such certificate to the corporation for transfer or for exchange for a new certificate or certificates, the corporation shall issue a new certificate or certificates representing the appropriate number of shares of Common stock of the par value of \$1.66 $\frac{2}{3}$ per share.

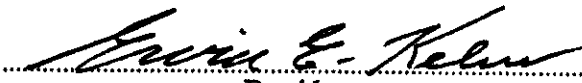
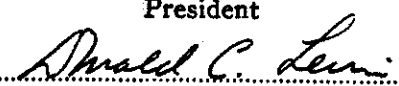
PART THREE. For the purpose of reclassifying the Management stock of this corporation of the par value of \$5 per share into shares of Management stock of this corporation of the par value of \$1.66 $\frac{2}{3}$ per share authorized by said amendment, the Certificate of Amendment to the Certificate of Incorporation, as heretofore amended, of the corporation shall contain the following additional provisions:

Of the 495,000 authorized shares of Management stock of the par value of \$1.66⅔ per share, 3 shares thereof shall be deemed to be issued and outstanding immediately after the effective date of said amendment for each 1 share of Management stock of the par value of \$5 per share heretofore issued and outstanding immediately prior to the taking effect of said amendment, and each 1 share of Management stock of the par value of \$5 per share, heretofore issued and outstanding immediately prior to the taking effect of said amendment shall, by virtue of said amendment, be changed and reclassified into 3 shares of Management stock of the par value of \$1.66⅔ each which the corporation shall have authority to issue pursuant to said amendment. Such change shall be effected as follows: Each certificate representing a share or shares of said Management stock of the par value of \$5 per share issued and outstanding immediately prior to the taking effect of said amendment shall thereafter, and until transferred or exchanged for a new certificate or certificates as hereinafter provided, represent shares of Management stock of the par value of \$1.66⅔ per share authorized by said amendment equal in number to three times the number of shares stated in such certificate. Upon presentation or surrender of such certificate to the corporation for transfer or for exchange for a new certificate or certificates, the corporation shall issue a new certificate or certificates representing the appropriate number of shares of Management stock of the par value of \$1.66⅔ per share.

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.....6th.....day of October, 1964.

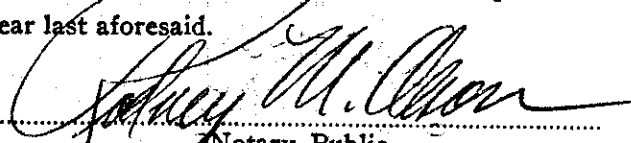
(CORPORATE SEAL)


.....
President

.....
Secretary

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } ss.

BE IT REMEMBERED That on the.....6th.....day of October, 1964, personally came before me,Rodney M. Olson....., a notary public in and for the county and state aforesaid, Erwin E. Kelm, President of Cargill, Incorporated, a Delaware corporation, the corporation described in and on behalf of which was made the foregoing Certificate, known to me to be such President, and said Erwin E. Kelm, as such President, duly signed said Certificate before me and acknowledged said Certificate to be his act and deed and the act and deed of said corporation; that the signatures of said President and of said Secretary of said corporation to said foregoing Certificate are in the handwriting of Erwin E. Kelm, as President and Donald C. Levin, as Secretary of said corporation, respectively; that the seal affixed to said Certificate is the corporate seal of said corporation; and that such Certificate was sealed, executed, acknowledged and delivered pursuant to due authority of the Board of Directors and stockholders of said corporation.

Given under my hand and seal the day and year last aforesaid.


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

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 thirteenth day of October,
A.D. 1964, at 10 o'clock A.M.

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

Elisha C. Dukes

Secretary of State

H. F. Downe

Ass't Secretary of State