

**Department of State****CERTIFICATE OF AUTHORITY
OF****W-D SEED GROWERS, INC.**

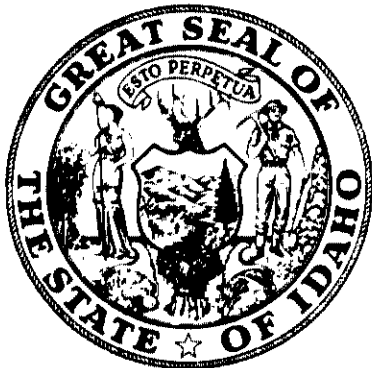
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of W-D SEED GROWERS, INC.

_____ 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 W-D SEED GROWERS, INC.

to transact business in this State under the name W-D SEED GROWERS, INC.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated July 25, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Bakala

Corporation Clerk

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 W-D Seed Growers, Inc.

2. The name which it shall use in Idaho is W-D Seed Growers, Inc.

(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 May 17, 1990 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 1209 Orange Street Wilmington Delaware 19801

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

560 Fulton Street Buffalo, NY 14240

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 proposes to pursue in the transaction of business in Idaho are:

The purchase, cleaning, packaging, sale and distribution of seed.

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

Name	Office	Address
<u>James R. Billings</u>	<u>President & Director</u>	<u>56080 Old Lakeshore Rd., Lakeview, NY 14085</u>
<u>Russell R. Billings</u>	<u>Director</u>	<u>Crumb Hill Rd., East Otto, NY 14729</u>
<u>William E. Reese</u>	<u>Vice President & Treasurer</u>	<u>91 Autumnwood Dr., Grand Island, NY 14072</u>
<u>Joseph M. Butwin</u>	<u>Secretary & Director</u>	<u>57 Lincoln, Rd., Snyder, NY 14226</u>
<u>John L. Southerland</u>	<u>Vice President & Director</u>	<u>1815 Amity Dr., Lancaster, PA 17601</u>

(continued on reverse)

Address

Kathleen M. McDonald
KATHLEEN M. McDONALD Notary Public
Notary Public, State of New York
Established in Erie County
My Commission Expires March 30, 1991

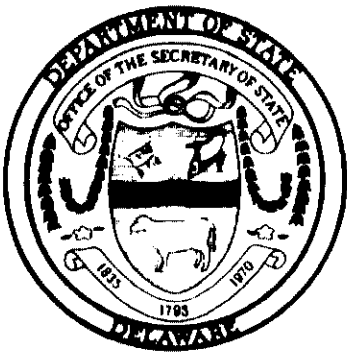
State of Delaware


 JUN 25 8 43 AM '90
 SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY W-D SEED GROWERS, INC. 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 DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

12703300

AUTHENTICATION:

DATE:

06/26/1990