



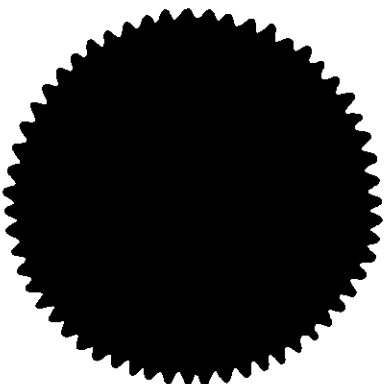
# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, Secretary of State of the State of Delaware,*  
*do hereby certify* that the Certificate of Ownership of the "CEPEX AMERICAN, INC.", a  
corporation organized and existing under the laws of the State of Delaware, meeting  
"AMERICAN FERTILIZER & CHEMICAL CO.", a corporation organized and existing under the  
laws of the State of Delaware, pursuant to Section 253 of the General Corporation Law of  
the State of Delaware, was received and filed in this office the twenty-eighth day of  
February, A.D. 1986, at 1:30 o'clock P.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by  
the laws of the State of Delaware.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* eighteenth *day*  
*of* March *in the year of our Lord*  
*one thousand nine hundred and* eighty-six.



*Michael Harkins*  
Michael Harkins, Secretary of State