

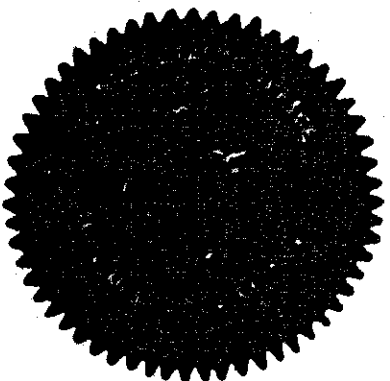


State of DELAWARE

Office of SECRETARY OF STATE

I, Robert H. Reed, 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 sixteenth day of December, A.D. 1974, at 10 o'clock A.M.

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



Robert H. Reed

Robert H. Reed Secretary of State

Grover A. Biddle

Grover A. Biddle Assistant Secretary of State

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF CARGILL, INCORPORATED

We, the undersigned, Erwin E. Kelm and Calvin J. Anderson, Chairman of the Board 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 Paragraph B of Section VIII of Article FOURTH thereof, as heretofore amended, by deleting said Paragraph B of Section VIII in its entirety.

PART TWO. By amending Paragraph C of Section VIII of Article FOURTH thereof, as heretofore amended, by designating said Paragraph C of Section VIII as Paragraph B.

PART THREE. By amending Paragraph B of Section VI of Article FOURTH as heretofore amended, so that said Paragraph B of Section VI reads in its entirety as follows:

Paragraph B. Subject to the limitations of Paragraph A of Section V hereof, the Board of Directors may in its sole discretion declare and pay a dividend upon the management stock in shares of management stock or declare and pay a dividend upon the common stock in shares of common stock or in their sole discretion declare a dividend payable in cash or shares of common or management stock at the election of the common or management shareholders. Unless an election to receive cash or shares of common stock or management stock is set forth in the dividend declaration, no holder of common or management stock shall have the right or privilege to purchase additional shares of stock of the corporation from any cash dividend or dividends which may be paid or payable upon the stock of the corporation. Certificates for shares of stock distributed as a stock dividend shall be dated as of dividend payment date and the holder thereof shall, from such date, be entitled to all rights as a holder of such shares

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 Cargill, Incorporated, and has been signed by the undersigned Erwin E. Kelm and Calvin J. Anderson, Chairman of the Board and Secretary, respectively, this 10th day of December, 1974.

Erwin E. Kelm

Chairman of the Board

Calvin J. Anderson

Secretary

(CORPORATE SEAL)

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

BE IT REMEMBERED That on the 10th day of December, 1974, personally came before me, Rodney M. Olson, a notary public in and for the county and state aforesaid, Erwin E. Kelm, Chairman of the Board 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 Chairman of the Board, and said Erwin E. Kelm, as such Chairman of the Board, 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 Chairman of the Board and of said Secretary of said corporation to said foregoing Certificate are in the handwriting of Erwin E. Kelm, as Chairman of the Board and Calvin J. Anderson, 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, and that the facts stated therein are true.

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

Rodney M. Olson

Notary Public

RODNEY M. OLSON
Notary Public, Hennepin County, Minn.
My Commission Expires Dec. 8, 1975.