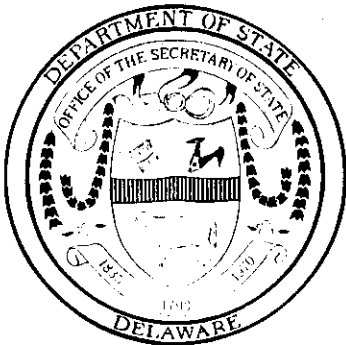




State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on December 21, 1983



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *L. D. Burbage*

DATE: January 25, 1984

SECOND AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AGRIGENETICS CORPORATION

The undersigned, in order to amend the Certificate of Incorporation, as amended to date (the "Certificate") of Agrigenetics Corporation (the "Corporation"), pursuant to Section 242(c) of the Delaware General Corporation Law, hereby certifies that:

I. Article Fourth of the Certificate shall be amended as follows:

1. The first paragraph of Article Fourth shall be amended by (a) deleting the words "twenty-one" from the third line of the first paragraph and inserting in place thereof the words "thirty-one," and (b) deleting the word "twenty" from the fifth line of the first paragraph and inserting in place thereof the word "thirty." As so amended, the first paragraph of Article Fourth shall read as follows:

"FOURTH: The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is thirty-one million shares with a par value of \$.10 each, divided into two classes of which one million shares shall be designated Special Class A Stock and thirty million shares shall be designated Common Stock."

2. Subsection 4(a) of Section A of Article Fourth shall be deleted in its entirety and subsections 4(b), (c), (d), and (e) of Section A shall be redesignated as subsections 4(a), (b), (c) and (d), respectively. As so amended, subsection 4 of Section A shall read as follows:

"4. Conversion. Each share of Special Class A Stock (whether issued or unissued) shall automatically be converted into or reconstituted as one share of Common Stock of the corporation upon the happening of any of the following events:

- (a) the effectiveness of any merger of the corporation into another corporation or the consolidation of the corporation with another corporation or any reorganization in which the corporation is the acquired corporation or any sale of all or substantially all of the assets of the corporation; or
- (b) the close of any fiscal year of the corporation in which the corporation realizes (i) net earnings per share on its outstanding stock (both Special Class A

and Common Stock) of \$1.50 or (ii) total net earnings of \$10,000,000, either amount determined in accordance with generally accepted accounting principles consistently applied and as shown by the corporation's regular annual audited financial statements. The earnings per share figure specified hereinabove shall be appropriately adjusted in the event of any split, reverse split or other subdivision or combination of the corporation's stock or any stock dividend or other distribution of stock payable in stock; or

- (c) any change in control of the corporation. For purposes of this Subparagraph (c), a "change of control" shall be deemed to have occurred upon (i) a change in control of a nature that would be required to be reported in response to Item 5(f) of Schedule 14A of Regulation 14A under the Securities Exchange Act of 1934 (the "Act") as in effect on the date hereof (assuming that the provisions of said Regulation 14A were then applicable to the corporation); or (ii) any occasion when any person (as defined in Section 2 of the Securities Act of 1933 as in effect on the date hereof and Section 13(d)(3) of the Act), is or becomes a beneficial owner, directly or indirectly, of securities of the corporation representing more than fifty percent of the combined voting power of the corporation's then outstanding securities; (iii) any occasion when a majority of the board of directors of the corporation consists of (A) persons other than nominees of the management of the corporation prior to such occasion or (B) persons approved by management of the corporation prior to such occasion; or (iv) at the election of the board of directors, upon the occasion of any other transaction or circumstance which may be construed as effecting or constituting a clear or present probability of effecting a change in control of the corporation as "control" is generally or reasonably understood in the business community.

- (d) Notwithstanding anything to the contrary provided in the foregoing Subparagraphs (a) through (c), any event taking place prior to October 1, 1982 that may be described in any of such foregoing Subparagraphs shall not constitute a conversion of Special Class A Stock.

Following the conversion each holder of a certificate for shares of Special Class A Stock may surrender at the office of the corporation or any transfer agent the certificate for such shares in such form and accompanied by such documents, if

any, as the corporation may require. The corporation shall, as soon as practicable thereafter, issue and deliver at such office a certificate or certificates representing the shares of Common Stock into which the shares of Special Class A Stock were converted. The conversion, however, shall be deemed to have occurred as of the happening of the event giving rise to the conversion."

II. Article Seventh of the Certificate shall be amended by deleting subsection (c) thereof in its entirety.

III. Article Eleventh of the Certificate shall be amended by deleting the word "eighty" from the fifth line of subsection (a) and inserting in place thereof the words "sixty-six and two-thirds." As so amended, subsection (a) of Article Eleventh shall read as follows:

"(a) In addition to any affirmative vote which may be required by law and except as set forth in the Paragraph (b) of this Article Eleventh, the affirmative vote of the holders of not less than sixty-six and two-thirds percent of the voting power of all outstanding shares of Voting Stock of the corporation, voting together as a class, shall be required for the approval or authorization of any Business Combination with any Related Person."

IV. Article Twelfth of the Certificate shall be amended by (a) deleting the word "or" from the sixth line thereof and inserting in its place a comma, and (b) inserting after the word "meetings" and before the comma in the tenth line thereof the following: "or by the Secretary of the Corporation, upon the request of a stockholder or stockholders holding of record not less than a majority of the total voting power of all shares entitled to vote at such meeting." As so amended, Article Twelfth shall read in its entirety as follows:

"TWELFTH: No action shall be taken by the stockholders except at an annual or special meeting of stockholders. Special meetings of the stockholders of the corporation for any purpose or purposes may be called at any time by the board of directors, the chairman or vice-chairman of the board of directors, the president of the corporation, by a committee of the board of directors which has been duly designated by the board of directors and whose powers and authority, as provided in a resolution of the board of directors or in the By-Laws of the corporation, include the

power to call such meetings or by the secretary of the corporation upon the written request of a stockholder or stockholders holding of record not less than a majority of the total voting power of all shares entitled to vote at such meeting, but such special meetings may not be called by any other person or persons; provided, however, that if and to the extent that any special meeting of stockholders may be called by any other person or persons specified in the provisions of any certificate filed under Section 151(g) of the Delaware General Corporation Law (or its successor statute as in effect from time to time hereafter), then such special meeting may also be called by the person or persons in the manner, at the times and for the purposes so specified."

V. Article Thirteenth of the Certificate shall be amended by deleting the word "eighty" from the sixth line of the second paragraph and inserting in place thereof the words "sixty-six and two-thirds." As so amended, the second paragraph of Article Thirteenth shall read as follows:

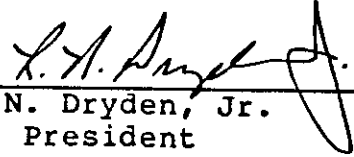
"Notwithstanding the foregoing or any other provision of this Certificate of Incorporation or the By-Laws of the corporation and notwithstanding the fact that some lesser percentage may be specified by law, this Certificate or the By-Laws, the vote of the holders of not less than sixty-six and two-thirds percent of the total voting power of all outstanding shares of Voting Stock as defined in Article Eleventh, voting together as a class, shall be required to amend, alter or repeal the provisions of this Article Thirteenth and Articles Sixth, Seventh, Eleventh and Twelfth."

VI. The foregoing amendments were duly adopted by the board of directors and the stockholders of the Corporation in accordance with the provisions of Section 242 of the Delaware General Corporation Law, and the amendments to Articles Seventh, Eleventh, Twelfth and Thirteenth were duly adopted by stockholders holding in excess of eighty percent of the Voting Stock of the Corporation in accordance with the provisions of Article Thirteenth of the Certificate as in effect prior to the date of filing of this Certificate of Amendment.

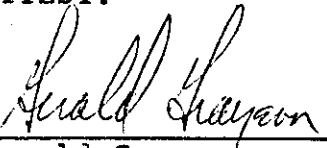
VII. Except as expressly amended above, the First Amended Certificate of Incorporation dated August 2, 1982, shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by R.N. Dryden, Jr., its President, and attested by Gerald Grayson, its Secretary, on this 8th day of December, 1983.

AGRIGENETICS CORPORATION

By: 
R.N. Dryden, Jr.
President

ATTEST:


Gerald Grayson
Secretary