

JAN. 3. 2008 1:43PM

C S C

NO. 226

P. 1

Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

Phone : (850) 521-1000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

POTASH IMPORT & CHEMICAL CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

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TALLAHASSEE, FLORIDA

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

834524

(Document number of corporation (if known))

1. POTASH IMPORT & CHEMICAL CORPORATION

(Name of corporation as it appears on the records of the Department of State)

2. New York

(Incorporated under laws of)

3. June 16, 1975

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1/2/2008

5. K+S North America Corporation

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

No change

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No change

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Mark L. Roberts

(Typed or printed name of person signing)

President

(Title of person signing)

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
January 2, 2008.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

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C S C

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CSC 45
DRAW DOWN

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231
www.dos.state.ny.us

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF**

Potash Import & Chemical Corporation
Under Section 805 of the Business Corporation Law

FIRST: The name under which it was formed is Potash Import & Chemical Corporation.
The corporation was incorporated initially under the name The Westger Corporation.

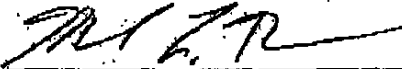
SECOND: The date of filing of the certificate of incorporation with the Department of State is:
January 7, 1954.

THIRD: The amendment effected by this certificate of amendment is as follows:

Paragraph First of the Certificate of Incorporation relating to corporate name is hereby amended
to read in its entirety as follows:

FIRST: The name of the corporation is "K+S North America Corporation."

FOURTH: The certificate of amendment was authorized by the vote of the board of directors
followed by the unanimous written consent of the holders of all outstanding shares.



(Signature)

Mark L. Roberts - President

(Name and Capacity of Signer)

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

POTASH IMPORT & CHEMICAL CORPORATION

Under Section 905 of the Business Corporation Law

FILED BY:

SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, NY 10022

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