



THE UNITED STATES
CORPORATION
COMPANY

840184

ACCOUNT NO. : 072100000032

REFERENCE : 234300 4300479

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 57.50

35.00

ORDER DATE : January 23, 1997

ORDER TIME : 9:28 AM

ORDER NO. : 234300-030

CUSTOMER NO: 4300479

100002068951--8

CUSTOMER: Dr. Marc-roger Schlieper
Curtis, Mallet-prevost, Colt &
101 Park Avenue
Suite 3500
New York, NY 10178

FOREIGN FILINGS

NAME: NORTHRUP KING CO.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNER

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

97 JAN 27 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 JAN 27 AM 10:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

N. HENDRICKS JAN 27 1997

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)

1. NORTHROP KING CO.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. _____
Incorporated under laws of 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? December 13, 1996
5. NOVARTIS SEEDS, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
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

Edward C. Resler
Signature

1/15/97
Date

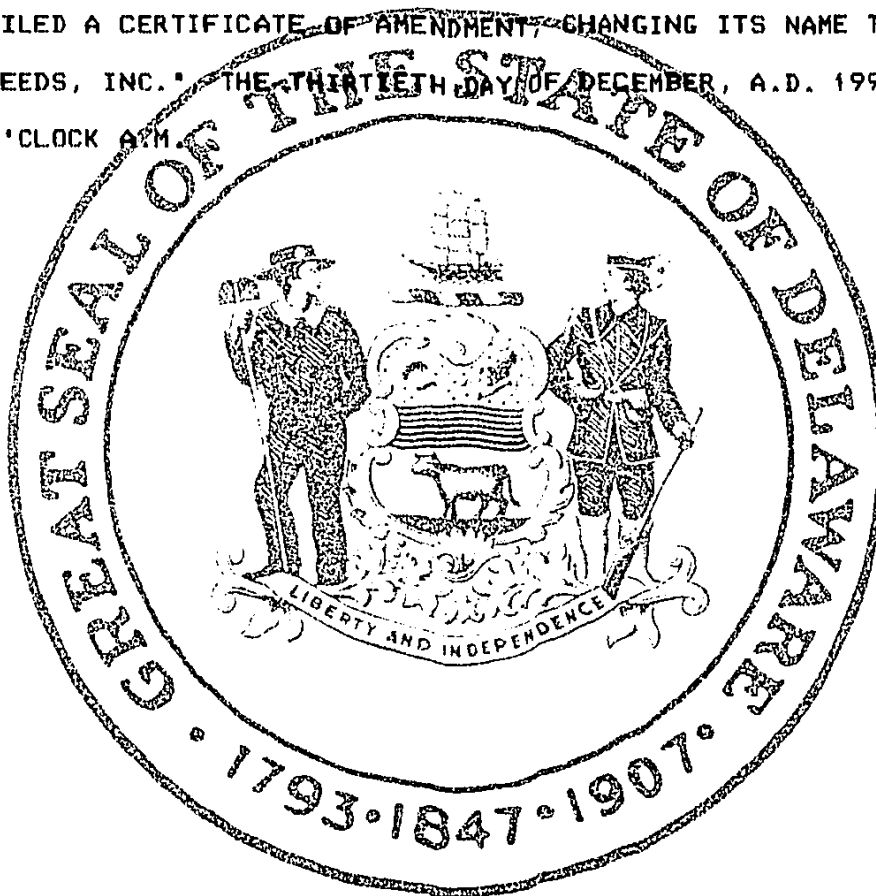
EDWARD C. RESLER
Typed or printed name

VICE PRESIDENT & SECRETARY
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NORTHROP KING CO.",
FILED A CERTIFICATE OF AMENDMENT CHANGING ITS NAME TO "NOVARTIS
SEEDS, INC." THE THIRTIETH DAY OF DECEMBER, A.D. 1996, AT 9
O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

0829320 8320

DATE:

8298909

971024104

01-24-97