

CT CORPORATION SYSTEM

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FILED
APR 30 PM 12:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION(S) NAME

Agrium U.S. Inc.

300004093463

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-05/01/01--01003--023
*****70.00 *****70.00

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

DEPT. OF REVENUE
TALLAHASSEE, FLORIDA
2001
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TALLAHASSEE, FLORIDA

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

4/30/01

Order#: 4194798

Ref#: _____

Amount: \$ _____

Handwritten: 3/2 4/30

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Richard L. Gearheard

Address: 4582 S. Ulster St., Suite 1700
Denver, CO 80237

Vice Chairman: Randy N. Orgill

Address: 2787 W. Bullard Ave., Suite 101
Fresno, CA 93715-1168

Director: Michael M. Wilson

Address: 13131 Lake Fraser Dr. SE
Calgary Alberta Canada T2J 7E8

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John M. Van Brunt

Address: 13131 Lake Fraser Dr. SE
Calgary Alberta Canada T2J 7E8

Vice President: Richard L. Gearheard

Address: 4582 S. Ulster St., Suite 1700
Denver, CO 80237

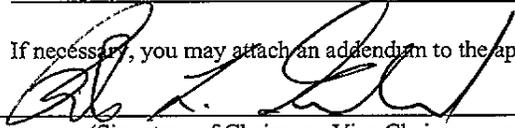
Secretary: Leslie O'Donoghue

Address: 13131 Lake Fraser Dr. SE
Calgary Alberta Canada T2J 7E8

Treasurer: Patrick J. Freeman

Address: 13131 Lake Fraser Dr. SE
Calgary Alberta Canada T2J 7E8

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard L. Gearheard, Sr. Vice President
(Typed or printed name and capacity of person signing application)

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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCORDING TO THE RECORDS OF THIS OFFICE

AGRIUM U.S. INC.
(COLORADO CORPORATION)

FILE # 19931015242 WAS FILED IN THIS OFFICE ON February 10, 1993
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: April 12, 2001

Donetta Davidson

SECRETARY OF STATE