
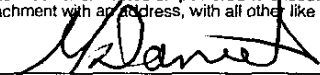


**2004 FOR PROFIT CORPORATION  
ANNUAL REPORT**

**FILED**  
**Apr 30, 2004 8:00 am**  
**Secretary of State**

04-30-2004 90323 005 \*\*\*150.00

DOCUMENT # F01000002315					
1. Entity Name AGRIUM U.S. INC.					
Principal Place of Business 4582 SOUTH ULSTER STREET, SUITE 1700 DENVER, CO 80237			Mailing Address 4582 SOUTH ULSTER STREET, SUITE 1700 DENVER, CO 80237		
2. Principal Place of Business		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State			
Zip	Country	Zip	Country	4. FEI Number 91-1589568	
				Applied For Not Applicable	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent			7. Name and Address of New Registered Agent		
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324			Name		
			Street Address (P.O. Box Number is Not Acceptable)		
			City		
			FL		Zip Code
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small>					
<b>FILE NOW!!! FEE IS \$150.00 After May 1, 2004 Fee will be \$550.00</b>		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees			
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P VAN BRUNT, JOHN M 13131 LAKE FRASER DRIVE, S.E. CALGARY ALBERTA CANADA, T2J 7e8 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	PLEASE SEE ATTACHED SCHEDULE 1 <input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S O'DONOGHUE, LESLIE 13131 LAKE FRASER DRIVE, S.E. CALGARY ALBERTA CANADA, T2J 7e8 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T FREEMAN, PATRICK J 13131 LAKE FRASER DRIVE, S.E. CALGARY ALBERTA CANADA, T2J 7e8 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D WILSON, MICHAEL M 13131 LAKE FRASER DRIVE, S.E. CALGARY ALBERTA CANADA, T2J 7e8 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD GEARHEARD, RICHARD L 4582 SOUTH ULSTER STREET, SUITE 1700 DENVER, CO 80237 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D ORGILL, RANDY N 2787 W. BULLARD AVE., SUITE 101 FRESNO, CA 937151168 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE: 				APRIL 28, 2004. (403) 225-7236	
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>				<small>Date Daytime Phone #</small>	

GARY J. DANIEL, ASSISTANT CORPORATE SECRETARY

Attachment  
SCHEDULE "1"

54046641  
#FO/000002315

AGRIUM U.S. INC.

**DATE OF INCORPORATION** February 10, 1993

**INCORPORATING JURISDICTION** Colorado

**CORPORATE EIN #:** 91-1589568

**SHAREHOLDERS:** 3631591 Canada Ltd.

**DIRECTORS:** Michael M. Wilson\*  
Richard L. Gearheard\*\*  
Randy N. Orgill\*\*\*

**OFFICERS:**

Richard L. Gearheard**	President & Chief Executive Officer
Michael M. Wilson*	Executive Vice President & Chief Operating Officer
Bruce G. Waterman*	Senior Vice President, Finance & Chief Financial Officer
Garnet K. Amundson*	Vice President & Controller
Dorothy E.A. Bower*	Vice President, Strategic Development & Planning
Gary J. Daniel*	Assistant Corporate Secretary
Patrick J. Freeman*	Vice President & Treasurer
James M. Grossett*	Vice President, Human Resources
William C. McClung*	Vice President, Operations
Gordon R. Miller****	Vice President, West Region Operations
Leslie O'Donoghue*	Vice President, General Counsel & Corporate Secretary
Randy N. Orgill***	Assistant Corporate Secretary
Matthew J. Smith**	Vice President
Thomas E. Warner*****	Vice President, East Region Operations
John D. Yokley*	Vice President, Marketing & Distribution

**PRINCIPAL PLACE OF BUSINESS:** 4582 S. Ulster St., Suite 1700, Denver, CO 80237

**REGISTERED AGENT:** C.T. Corporation

**REGISTERED ADDRESS:** 1675 Broadway, Denver, CO 80202

- \* Located at 13131 Lake Fraser Drive S.E., Calgary, AB, Canada T2J 7E8
- \*\* Located at 4582 S. Ulster St., Suite 1700, Denver, CO 80237
- \*\*\* Located at 3705 Beechwood Avenue, Fresno, CA 93715-1168
- \*\*\*\* Located at 2787 W. Bullard Ave., Suite 101, Fresno, CA 93711
- \*\*\*\*\* Located at 2084 Windish Dr., Galesburg, IL 61401