

F94000005281

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

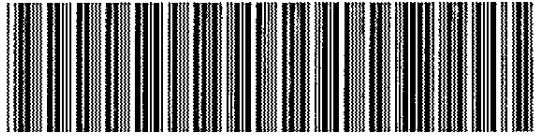
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EFF DATE
1-1-07

12/05/06--01003--015 **52.50

FILED
06 DEC -5 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ccrcus

NC
12/5/06

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Amerop Sugar Corporation
(Name of Corporation)

DOCUMENT NUMBER: F94000005281

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carlos Heilemann
(Name of Contact Person)

Amerop Sugar Corporation
(Firm/Company)

701 Brickell Avenue #1200
(Address)

Miami, FL 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Carlos Heilemann at (305) 347-4750
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RECEIVED

4 AM 8:00

CORPORATIONS

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.)

EFF-DITE
11/16/07

SECTION I
(1-3 MUST BE COMPLETED)

F94000005281
(Document number of corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Amerop Sugar Corporation
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 10 / 11 / 1994
(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? January 1, 2007

5. Sucden Americas 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.

N/A

(New duration)

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

N/A

(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)

Thierry Songeur

(Typed or printed name of person signing)

CEO & President

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMEROP SUGAR CORPORATION", CHANGING ITS NAME FROM "AMEROP SUGAR CORPORATION" TO "SUCDEN AMERICAS CORPORATION", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2006, AT 8 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2007.



0793747 8100

061037761

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5231497

DATE: 11-29-06



State of Delaware
Secretary of State
Division of Corporations
Delivered 08:00 AM 11/13/2006
FILED 08:00 AM 11/13/2006
SRV 061037761 - 0793747 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMEROP SUGAR CORPORATION**

Amerop Sugar Corporation (hereinafter referred to as the "corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

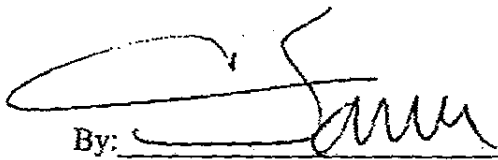
FIRST: That at a meeting of the board of directors of the corporation, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of the corporation for consideration thereof. The resolutions setting forth the proposed amendment are as follows:

RESOLVED, that the Certificate of Incorporation of the corporation is hereby amended, effective as of January 1, 2007, by changing the Article thereof numbered "**FIRST**" so that, as amended, said Article shall be and read as follows: "The name of the corporation is **Sucden Americas Corporation.**"

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this certificate signed by Thierry Songeur, its President, this 15th day of October, 2006.

By: 
Thierry Songeur, President &
Chief Executive Officer