

F00000006779



ACCOUNT NO. : 072100000032

REFERENCE : 452236 7309350

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 35.00

FILED
2002 MAR 15 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 11, 2002

ORDER TIME : 9:38 AM

ORDER NO. : 452236-575

CUSTOMER NO: 7309350

CUSTOMER: Carlotta Bryant, Legal Asst
Atofina Chemicals, Inc.
2000 Market Street
27th Floor
Philadelphia, PA 19103-3222

CHANGE OF AGENT

700005110017--3

NAME: CEREXAGRI, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ellyn Herndon

RECEIVED
02 MAR 15 AM 10:26
DIVISION OF REGISTRATION

G. Oatis MAR 15 2002

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Pennsylvania submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : CEREXAGRI, INC.
2. The mailing address of the corporation : 2000 Market Street
Philadelphia, PA 19103
3. Date of incorporation/qualification: December 7, 2000 Document number: F00000006779
4. The name and address of the current registered agent and office:
C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324
5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Walter H. Schumacher
(Signature of an officer, chairman or vice chairman of the board)

Feb. 26, 2002
(Date)

Walter H. Schumacher, Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company

Maureen W. Cullen
(Signature of Registered Agent)

3-13-2002
(Date)

If signing on behalf of an entity:

Maureen W. Cullen
(Typed or Printed Name)

Assistant Vice President
(Capacity)

*** FILING FEE: \$35.00 ***