

Division of Corporations

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143473

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**ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FLORIDA CHEMICAL COMPANY, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, Florida Chemical Company, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is Florida Chemical Company, Inc.
2. The original Articles of Incorporation for the Corporation were filed on November 27, 1944, and assigned Charter No. 143473. Said Articles were amended and restated on March 14, 2003 by the filing of Amended and Restated Articles of Incorporation with the Florida Department of State.
3. The following amendment was adopted by all of the directors and shareholders of the Corporation by unanimous written consents dated as of February 13, 2007, in accordance with the provisions of Sections 607.0821 and 607.0704 of the Florida Statutes. Such written consent of the shareholders represent a sufficient number of votes cast for such amendment necessary for the approval thereof.
4. Article IV of the Amended and Restated Articles of Incorporation is hereby amended in its entirety to read as follows:

**ARTICLE IV - CAPITAL STOCK**

1. **Classes of Capital Stock.** The total number of shares of capital stock which the Corporation is authorized to issue is forty thousand (40,000) shares of common stock, of which twenty thousand (20,000) shall be shares of voting common stock, par value \$1.00 per share (the "Voting Common Stock"), and twenty thousand (20,000) shall be shares of non-voting common stock, par value \$1.00 per share (the "Non-Voting Common Stock"). The consideration for all of the above capital shall be payable in cash or property (tangible and intangible), at a just valuation to be fixed by the board of directors of the Corporation.
2. **Voting Rights of Common Stock.** The Voting Common Stock shall possess and exercise all voting rights with regard to actions to be taken by shareholders of the Corporation generally, including the election of directors, and each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The Non-Voting Common Stock shall not have or possess any voting rights for any purpose, except to the extent required by law. Except for the difference in voting rights, the Voting Common Stock and the Non-Voting Common Stock shall be the same in all other respects and shall have all the same rights and entitlements.

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3. No Liquidation Preference Upon any liquidation, dissolution or winding up of the Corporation (either voluntary or involuntary), the assets of the Corporation available for distribution to its shareholders shall be distributed to the holders of the Voting Common Stock and the Non-Voting Common Stock, pro rata, on a per share basis without any preference to the holders of either class.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by its President as of the 13th day of February, 2007.

FLORIDA CHEMICAL COMPANY, INC.,  
a Florida corporation

By: 

Joshua A. Snively, President