143473

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Amnd + Restated
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R. Scott Bunn * + Δ
Charles R. Chilton
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* *Board Certified Civil Trial Lawyer*
+ *Board Certified Business Litigation Lawyer*
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February 25, 2003

Honorable Jim Smith
Secretary of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

RE: ***Florida Chemical Company, Inc.***

Dear Honorable Smith:

Enclosed herewith for filing are Amended and Restated Articles of Incorporation for the above-captioned corporation. A copy of the Restated Articles is also enclosed to be certified and returned to this office at your earliest convenience.

Our firm check in the amount of $78.75 is enclosed to cover the following costs:

Filing Fee	$ 35.00
Certified Copy	8.75
Total...........	$ 43.75

Thank you for your kind cooperation in this regard.

Very truly yours,

CHARLES R. CHILTON

CRC/pas
Enclosures

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 6, 2003

CHARLES CHILTON
99 SIXTH STREET, S.W.
WINTER HAVEN, FL 33880-7900

SUBJECT: FLORIDA CHEMICAL COMPANY, INC.
Ref. Number: 143473

We have received your document for FLORIDA CHEMICAL COMPANY, INC. and your check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 803A00014166

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **FLORIDA CHEMICAL COMPANY, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 351 Winter Haven Blvd. NE, Winter Haven, Florida, 33881-9432.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation will have one class of stock and is authorized to have outstanding 500 shares (with a par value of $100.00 per share) at any one time. The one class of stock has unlimited voting rights and, upon dissolution, is entitled to receive the net assets of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 351 Winter Haven Blvd. NE, Winter Haven, Florida, 33881-9432, and the name of the initial registered agent of this corporation at that address is PAUL SCHULZ.

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation, which shall consist of not less than one (1) Director. The number of Directors may be either increased or diminished from time to time by the Stockholders, but shall never be less than one. The names and addresses of the Directors are:

NAME	**ADDRESS**
PAUL W. SCHULZ	351 Winter Haven, Blvd., NE Winter Haven, FL 33881-9432

JOSHUA A. SNIVELY | 351 Winter Haven Blvd., NE
Winter Haven, FL 33881-9432

ARTICLE VII - INCORPORATOR

The names and addresses of the incorporators to these Articles of Incorporation are:

W. H. SCHULZ, JR.	AUBURNDALE, FLORIDA
EDITH N. SCHULZ	WINTER HAVEN, FLORIDA
W.H. WILLIAMSON	AUBURNDALE, FLORIDA

IN WITNESS WHEREOF, we the undersigned President and Secretary of the Corporation have made and signed the foregoing Amended and Restated Articles of Incorporation this 21st day of February, 2003, which was adopted at the annual meeting of the corporation on February 21, 2003.

FLORIDA CHEMICAL COMPANY, INC.

BY ____________________
Paul W. Schulz, President

BY: ____________________
Joshua A. Snively, Secretary

CONSENT AND JOINDER

The undersigned, constituting all of the Directors, Stockholders and Shareholders of Florida Chemical Company, Inc., hereby consent to and join in the Amended and Restated Articles of Incorporation of Florida Chemical Company, Inc. and waive all notice thereof.

____
PAUL W. SCHULZ

____
JOSHUA A. SNIVELY

____
LAURA S. BOURNE

____
CARLA S. HARDY