

FROM GRIMES, GOEBEL, ET AL.

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.
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NAME: PRODUCERS FERTILIZER COMPANY
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NAME
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05-02-97

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 23, 1997

JACK M. MAAS
GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.

The name HEARTLAND FERTILIZER COMPANY has been reserved for 120 days beginning May 23, 1997. The reservation number is R97000002546 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 297A00028283

H97000008943

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
PRODUCERS FERTILIZER COMPANY**

FILED
97 MAY 30 PM 4:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PRODUCERS FERTILIZER COMPANY, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the corporation were filed by the Secretary of State of the State of Florida on June 29, 1962.
2. The amendment to the Articles of Incorporation being effected hereby will completely delete Article 1 of the Articles of the Articles of Incorporation as of the date hereof, and substitute in its place the Article 1 set forth below. As amended below, Article 1 of the Articles of incorporation has the sole effect of changing the Corporations' name from "PRODUCERS FERTILIZER COMPANY" to "HEARTLAND FERTILIZER COMPANY".
3. This amendment to the Articles of Incorporation was adopted on the 27th day of May, 1997.
4. The number of votes cast for the amendment by the shareholders and directors was sufficient for approval.
5. These Articles of Amendment to the Articles of Incorporation shall be effective immediately upon the filing by the Secretary of State for the State of Florida and thereafter, the name of the corporation shall be "HEARTLAND FERTILIZER COMPANY" and Article 1 of the

John D. Hawkins, Esquire/ FL Bar No. 277691
Grimes Goebel Grimes Hawkins & Gladfelter, P.A.
1023 Manatee Avenue West, Bradenton, Florida 34205
(941) 748-0151 Fax (941) 748-0158

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Articles of Incorporation of the corporation shall read as follows:

Article 1

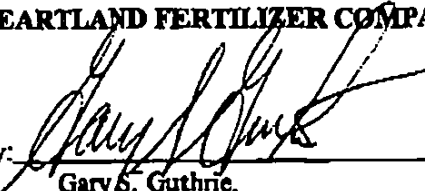
Name

The name of this corporation shall be:

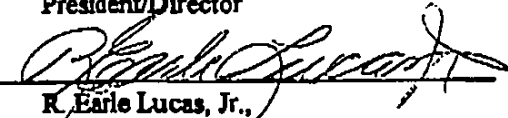
HEARTLAND FERTILIZER COMPANY

IN WITNESS WHEREOF, HEARTLAND FERTILIZER COMPANY has caused these
Articles of Amendment of the Articles of Incorporation to be executed by its sole President,
Director and Shareholder this 28th day of May, 1997.

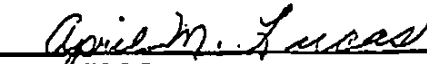
HEARTLAND FERTILIZER COMPANY

By: 

Gary S. Guthrie,
President/Director

By: 

R. Earle Lucas, Jr.,
Vice President/Director

By: 

April M. Lucas,
Secretary/Treasurer/Director

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