
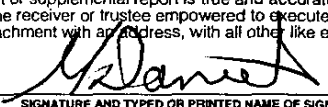


2004 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Apr 30, 2004 8:00 am
Secretary of State

04-30-2004 90323 005 ***150.00

DOCUMENT # F01000002315 1. Entity Name AGRIUM U.S. INC.					
Principal Place of Business 4582 SOUTH ULSTER STREET, SUITE 1700 DENVER, CO 80237			Mailing Address 4582 SOUTH ULSTER STREET, SUITE 1700 DENVER, CO 80237		
2. Principal Place of Business Suite, Apt. #, etc.			3. Mailing Address Suite, Apt. #, etc.		
City & State			City & State		
Zip		Country		Zip	
Country		Country		4. FEI Number 91-1589568	
5. Certificate of Status Desired <input type="checkbox"/>				Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required				04282004 Chg-P CR2E034 (10/03)	
6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324				7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small>					
FILE NOW!!! FEE IS \$150.00 After May 1, 2004 Fee will be \$550.00			9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees		
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P VAN BRUNT, JOHN M 13131 LAKE FRASER DRIVE, S.E. CALGARY ALBERTA CANADA, T2J 7E8	<input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	PLEASE SEE ATTACHED SCHEDULE 1 <input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S O'DONOGHUE, LESLIE 13131 LAKE FRASER DRIVE, S.E. CALGARY ALBERTA CANADA, T2J 7E8	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T FREEMAN, PATRICK J 13131 LAKE FRASER DRIVE, S.E. CALGARY ALBERTA CANADA, T2J 7E8	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D WILSON, MICHAEL M 13131 LAKE FRASER DRIVE, S.E. CALGARY ALBERTA CANADA, T2J 7E8	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD GEARHEARD, RICHARD L 4582 SOUTH ULSTER STREET, SUITE 1700 DENVER, CO 80237	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D ORGILL, RANDY N 2787 W. BULLARD AVE., SUITE 101 FRESNO, CA 937151168	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE: 			APRIL 28, 2004. (403) 225-7236		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			Date Daytime Phone #		

GARY J. DANIEL, ASSISTANT CORPORATE SECRETARY

Attachment
SCHEDULE "1"

AGRIUM U.S. INC.

54046641
#FO 1000002315

DATE OF INCORPORATION	February 10, 1993	
INCORPORATING JURISDICTION	Colorado	
CORPORATE EIN #:	91-1589568	
SHAREHOLDERS:	3631591 Canada Ltd.	
DIRECTORS:	Michael M. Wilson* Richard L. Gearheard** Randy N. Orgill***	
OFFICERS:	Richard L. Gearheard**	President & Chief Executive Officer
	Michael M. Wilson*	Executive Vice President & Chief Operating Officer
	Bruce G. Waterman*	Senior Vice President, Finance & Chief Financial Officer
	Garnet K. Amundson*	Vice President & Controller
	Dorothy E.A. Bower*	Vice President, Strategic Development & Planning
	Gary J. Daniel*	Assistant Corporate Secretary
	Patrick J. Freeman*	Vice President & Treasurer
	James M. Grossett*	Vice President, Human Resources
	William C. McClung*	Vice President, Operations
	Gordon R. Miller****	Vice President, West Region Operations
	Leslie O'Donoghue*	Vice President, General Counsel & Corporate Secretary
	Randy N. Orgill***	Assistant Corporate Secretary
	Matthew J. Smith**	Vice President
	Thomas E. Warner*****	Vice President, East Region Operations
	John D. Yokley*	Vice President, Marketing & Distribution
PRINCIPAL PLACE OF BUSINESS:	4582 S. Ulster St., Suite 1700, Denver, CO 80237	
REGISTERED AGENT:	C.T. Corporation	
REGISTERED ADDRESS:	1675 Broadway, Denver, CO 80202	
	*	Located at 13131 Lake Fraser Drive S.E., Calgary, AB, Canada T2J 7E8
	**	Located at 4582 S. Ulster St., Suite 1700, Denver, CO 80237
	***	Located at 3705 Beechwood Avenue, Fresno, CA 93715-1168
	****	Located at 2787 W. Bullard Ave., Suite 101, Fresno, CA 93711
	*****	Located at 2084 Windish Dr., Galesburg, IL 61401