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02 APR 26 PM 1:24
TALLAHASSEE, FLORIDA
STATE

CORPORATION(S) NAME

IMC USA Holdings Inc.

BK

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RECEIVED
02 APR 26 AM 11:10
TALLAHASSEE, FLORIDA
STATE

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

4/26/02

Order#: 5299838

kf

Ref#:

200005359362--8

-04/26/02--01046--009

Amount: \$ *****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. IMC USA HOLDINGS INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 36-3545577

(FEI number, if applicable)

4. August 18, 1987

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 100 S. Saunders Road, Suite 300

Lake Forest, IL 60045

(Current mailing address)

8. Distribution and sale of potash fertilizer products

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

C T Corporation System


(Registered agent's signature)

James M. Helpin
Registered Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. **Names and addresses of officers and/or directors:** (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached addendum

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached addendum

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Rose Marie Williams
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Rose Marie Williams, Secretary
(Typed or printed name and capacity of person signing application)

Directors, Officers, etc.

IMC USA Holdings Inc.

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SECRETARY OF STATE
Monday, April 22, 2002

DIRECTORS:

J. Reid Porter	Director
Primary	100 S. Saunders Road
Address:	Suite 300
	Lake Forest, IL 60045

OFFICERS:

J. Reid Porter	Vice President
Primary	100 S. Saunders Road
Address:	Suite 300
	Lake Forest, IL 60045

John J. Ferguson	President
Primary	100 S. Saunders Road
Address:	Suite 300
	Lake Forest, IL 60045 U.S.A.

E. Paul Dunn, Jr.	Treasurer
Primary	100 S. Saunders Road
Address:	Suite 300
	Lake Forest, IL 60045

Rose Marie Williams	Secretary
Primary	100 S. Saunders Road
Address:	Suite 300
	Lake Forest, IL 60045

Joseph A. McGowan	Assistant Treasurer
Primary	100 S. Saunders Road
Address:	Suite 300
	Lake Forest, IL 60045

Michael A. Selgrad	Assistant Treasurer
Primary	100 S. Saunders Road
Address:	Suite 300
	Lake Forest, IL 60045

Delaware

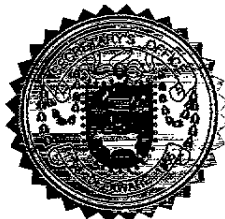
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMC USA HOLDINGS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1739976

020261840

DATE: 04-24-02