

F03000005891

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000024882030

11/20/03--01067--001 **70.00

03 NOV 20 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pcs Administration (USA), Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Valerie Vito
(Name of Person)

Potash Corp
(Firm/Company)

1101 Skokie Boulevard, Suite 400
(Address)

Northbrook, IL 60062
(City/State and Zip code)

For further information concerning this matter, please call:

Valerie Vito at (847) 849-4270
(Name of Person) (Area Code & Daytime Telephone Number)

03 NOV 20 PM 3:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

1. PCS Administration (USA), Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 52-2111626
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/23/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. unknown
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1101 Skokie Boulevard, Suite 400, Northbrook, IL 60062
(Principal office address)

Same As Above
(Current mailing address)

8. Group administration and benefits
(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
(City) (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
By: Michael J. Smith
(Registered agent's signature) **Michael J. Smith**
Assistant 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 business addresses of officers and/or directors:**

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 20 3:45 PM '03

FILED

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: William S. Doyle

Address: 1101 Skokie Blvd, #400
Northbrook, IL 60062

~~Director~~
Vice Chairman: Barbara Jane Lewis

Address: 1101 Skokie Blvd, #400
Northbrook, IL 60062

Director: James F. Dietz

Address: 1101 Skokie Blvd, #400
Northbrook, IL 60062

Director: _____

Address: _____

B. OFFICERS

President: William S. Doyle

Address: 1101 Skokie Blvd, 400
Northbrook, IL 60062

Vice President: James Heppel

Address: 1101 Skokie Blvd, 400
Northbrook, IL 60062

Secretary: Joseph Podwika

Address: 1101 Skokie Boulevard, 400, Northbrook, IL 60062

Treasurer: Wayne R. Brownlee

Address: 500, 122 First Avenue South, Saskatoon, Saskatchewan

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

13. Joseph A. Podwika
(Signature of Director or Officer listed in number 12 of the application)

14. Joseph Podwika Secretary
(Typed or printed name and capacity of person signing application)

FILED
03 NOV 20 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

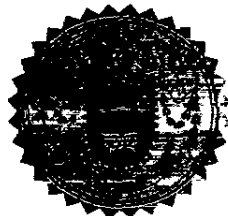
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PCS ADMINISTRATION (USA), 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-FIFTH DAY OF SEPTEMBER, A.D. 2003.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2969752 8300

AUTHENTICATION: 2655038

030619582

DATE: 09-25-03