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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 375409 4326591
AUTHORIZATION : *Patricia Piguet*
COST LIMIT : \$ 78.75

03 DEC 29 PM 1:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 24, 2003

ORDER TIME : 10:27 AM

ORDER NO. : 375409-145

CUSTOMER NO: 4326591

CUSTOMER: Ms. Sally Woodward
Fowler White Boggs Banker P.a.
Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

FOREIGN FILINGS

NAME: YARA INTERNATIONAL NORTH
AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kimberly Moret -- EXT#2949

EXAMINER: _____

**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

FILED
DEC 9 11:58 AM
TALLAHASSEE
STATE OF FLORIDA

1. YARA International North America, 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

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

3. 20-0330724

(FEI number, if applicable)

4. October 8, 2003

(Date of incorporation)

5. _____

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

6. Upon qualification

(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. 100 North Tampa Street, Suite 3200, Tampa, FL 33602

(Principal office address)

Same

(Current mailing address)

8. Any and all lawful purposes authorized in the state of Florida.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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:

A. DIRECTORS

Chairman: Edward J. Cavazuti

Address: 100 North Tampa Street, Suite 3200

Tampa, Florida 33602

Vice Chairman: _____

Address: _____

Director: Karen Hubner

Address: 100 North Tampa Street, Suite 3200

Tampa, Florida 33602

Director: Kendrick T. Wallace

Address: 100 North Tampa Street, Suite 3200

Tampa, FL 33602

B. OFFICERS

President: Edward J. Cavazuti

Address: 100 North Tampa Street, Suite 3200

Tampa, FL 33602

Vice President: Karen Hubner

Address: 100 North Tampa Street, Suite 3200, Tampa, FL 33602

Secretary: Karen Hubner

Address: 100 North Tampa Street, Suite 3200, Tampa, FL 33602

Treasurer: Karen Hubner

Address: 100 North Tampa Street, Suite 3200, Tampa, FL 33602

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

13. Karen Hubner
(Signature of Director or Officer listed in number 12 of the application)

14. Karen Hubner, VP/Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

Delaware

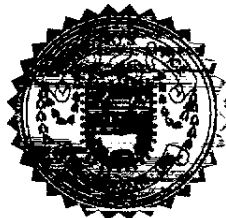
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "YARA INTERNATIONAL NORTH AMERICA, 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-SIXTH DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "YARA INTERNATIONAL NORTH AMERICA, INC." WAS INCORPORATED ON THE EIGHTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3713146 8300

AUTHENTICATION: 2837208

030836936

DATE: 12-26-03