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Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FOREIGN PROFIT QUALIFICATION
CONAGRA INTERNATIONAL FERTILIZER COMPANY

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 23, 2005

CONAGRA INTERNATIONAL FERTILIZER COMPANY
1 CONAGRA DR
OMAHA, NE 68102-5003

FEI #: 47-0702552

To Whom It May Concern:

The above referenced corporation is currently registered or obligated to file a corporation income tax return with the Florida Department of Revenue, but is not currently registered with the Florida Department of State to transact business in Florida. Therefore, we must determine if the corporation is transacting business within the meaning of s. 607.1501, F.S. A copy of s. 607.1501, F.S., which provides a list of those activities that do not constitute the transaction of business, is enclosed.

To avoid any further action on the part of this office, you must return one of the following within the next thirty (30) days:

If the corporation is transacting business within the meaning of section 607.1501, F.S., return the enclosed APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA along with the appropriate fees and documentation.

If the corporation is not transacting business within the meaning of section 607.1501, F.S., return the enclosed "STATEMENT CONCERNING AUTHORITY TO TRANSACT BUSINESS IN FLORIDA BY A FOREIGN CORPORATION."

Because the Florida Department of State is merely a filing agency, we are unable to render any legal, accounting or tax advice. We strongly suggest you seek the advice of an attorney to ascertain exact compliance with all statutory requirements.

Should you have any questions regarding this matter, you may call the Registration/Tax Lien Section at (850) 245-6051.

Division of Corporations

Mailing Address:
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Courier Address:
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Cir.
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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. ConAgra International Fertilizer Company

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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. 47-0702552

(FBI number, if applicable)

4. 1/21/1987

(Date of incorporation)

5. Perpetual

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

6. 5/28/2001

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One ConAgra Drive CC-237, Omaha, NE 68102-5001

(Principal office address)

One ConAgra Drive CC-237, Omaha, NE 68102-5001

(Current mailing address)

8. Wholesale Fertilizer Distributor

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Nays 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

By: Mark Gentry, Atty. Gen.
(Registered agent's signature)

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:

SECTION 607.1503
FLORIDA STATUTES

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A. DIRECTORS

Chairman: Please see attached report.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. RD Harvey
(Signature of Director or Officer listed in number 12 of the application)

14. Randall D. Harvey, Vice President, Tax
(Typed or printed name and capacity of person signing application)

STATE
TAX
FLORIDA

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Directors / Officers Report

As of 9/30/2005

ConAgra International Fertilizer Company

Directors

John F. Gehring

Director

Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Gregory A. Heckman

Director

Primary Address: ConAgra Foods, Inc.
Eleven ConAgra Drive
Omaha, Nebraska 68102 (United States)

Owen C. Johnson

Director

Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Scott E. Messel

Director

Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Officers

Gregory A. Heckman

President

Primary Address: ConAgra Foods, Inc.
Eleven ConAgra Drive
Omaha, Nebraska 68102 (United States)

John F. Gehring

Vice President & Controller

Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Brian D. Harlander

Vice President

Primary Address: ConAgra International Fertilizer Company
5 Skidaway Village Walk
Savannah, Georgia 31411 (United States)

Scott E. Messel

Vice President, Treasurer and Secretary

Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Anthony M. Sanders

Vice President

Primary Address: ConAgra Foods, Inc.

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SECTION OF STATE
TALLAHASSEE, FLORIDA

Directors / Officers Report

As of 9/30/2005

ConAgra International Fertilizer Company

Eleven ConAgra Drive
Omaha, Nebraska 68102 (United States)

Frank S. Sklarsky

Vice President

Primary Address:

ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Randall D. Harvey

Vice President, Tax & Assistant Secretary

Primary Address:

ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

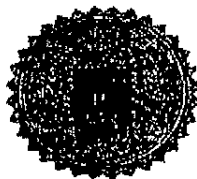
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONAGRA INTERNATIONAL FERTILIZER COMPANY" 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 THIRTIETH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONAGRA INTERNATIONAL FERTILIZER COMPANY" WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 1987.

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.



2115434 8300

050803925

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4196563

DATE: 09-30-05