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95 JUN -8 AM 11:39  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 611510 86901V

AUTHORIZATION :

COST LIMIT :

~~Prepaid~~ Prepaid

ORDER DATE : June 7, 1995

ORDER TIME : 10:44 AM

ORDER NO. : 611510

CUSTOMER NO: 86901V

CUSTOMER: Ms. Mary Galatian  
Prentice Hall Legal &  
5670 Wilshire Blvd.  
Suite 750  
Los Angeles, CA 90036

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-06/08/95--01073--003  
\*\*\*\*122.50 \*\*\*\*122.50

FOREIGN FILINGS

NAME: WHITE SPRINGS PHOSPHATE, INC.

XX PROFIT  
       NON-PROFIT

XXX CORPORATE  
       LIMITED PARTNERSHIP

       QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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mtm

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

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

1. White Springs Phosphate, 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. 95-4345600

(FEI number, if applicable)

4. November 7, 1991

(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. Highway 157, White Springs, FL 32096

(Current mailing address)

8. Any lawful business.

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

9. **Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, 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.*

The Prentice-Hall Corporation System, Inc.

By: 

(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.

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

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: John W. Alden

Address: 10889 Wilshire Blvd.

Los Angeles, CA 90024

Director: Anthony R. Leach

Address: 10889 Wilshire Blvd.

Los Angeles, CA 90024

B. OFFICERS

President: See Attached List of Officers

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.

*S. P. Parise*

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

14.

S. P. Parise, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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White Springs Phosphate, Inc.

OFFICERS:

J. Roger Hirl

Primary : 5005 LBJ Freeway

Address : Dallas, TX 75244

President

Fred J. Gruberth

Primary : 10889 Wilshire Blvd.

Address : Los Angeles, CA 90024

Vice President and Treasurer

Marc J. Kennedy

Primary : 5005 LBJ Freeway

Address : Dallas, TX 75244

Vice President, General Counsel and  
Assistant Secretary

John W. Morgan

Primary : 10889 Wilshire Blvd.

Address : Los Angeles, CA 90024

Vice President

A. G. Orbegoso

Primary : 5005 LBJ Freeway

Address : Dallas, TX 75244

Vice President

Raghavan Rajaji

Primary : 5005 LBJ Freeway

Address : Dallas, TX 75244

Vice President

J. R. Havert

Primary : 10889 Wilshire Blvd.

Address : Los Angeles, CA 90024

Assistant Treasurer

Matthew T. Gay

Primary : 10889 Wilshire Blvd

Address : Los Angeles, CA 90024

Assistant Secretary

Stephen P. Parise

Primary : 10889 Wilshire Blvd.

Address : Los Angeles, CA 90024

Assistant Secretary

Robert E. Sawyer

Primary : 10889 Wilshire Blvd.

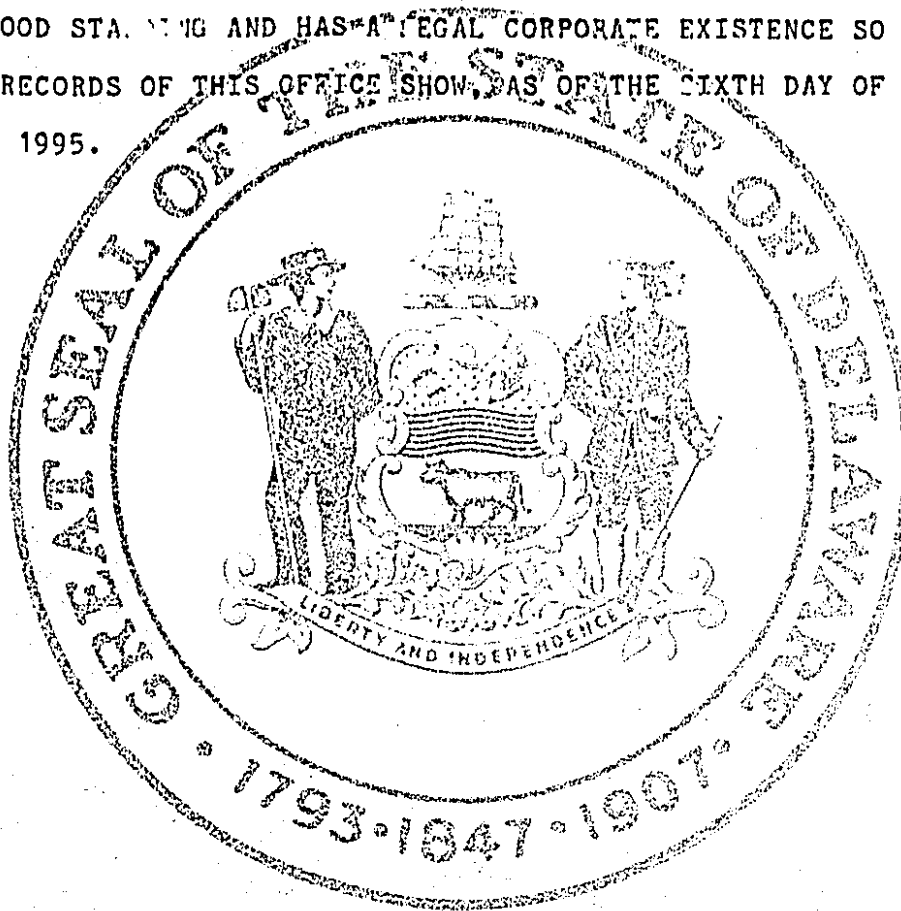
Address : Los Angeles, CA 90024

Assistant Secretary

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DIVISION OF CORPORATIONS  
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**Office of the Secretary of State**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHITE SPRINGS PHOSPHATE, 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 SIXTH DAY OF JUNE, A.D. 1995.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7529229

DATE: 06-06-95