

Davis & Kuelthau, s.c.

ATTORNEYS AT LAW

111 E. Kilbourn, Suite 1400 • Milwaukee, WI 53202-6613

414-276-0200 • Cable Address SHIPLAW • Fax 414-276-9369

F95000005078

April 2, 1998

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Foreign Profit Corporation Application for Authorization to Transact Business in Florida for Vital-Cycle, Inc. f/k/a Milwaukee Bulk Terminals Fertilizers, Inc., a Wisconsin corporation (the "Corporation")

Dear Sir or Madam:

600002479526--6
-04/06/98--01034--008
*****35.00 *****35.00

The Corporation recently changed its name from "Milwaukee Bulk Terminals Fertilizers, Inc." to "Vital-Cycle, Inc." In order to evidence the name change in the State of Florida, we have enclosed for processing with your office the following original documents:

1. Two (2) executed original Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. One (1) State of Wisconsin Certified Copy of the Articles of Amendment evidencing the corporate name change to "Vital-Cycle, Inc."; and
3. Check No. 12579, payable to the Florida Department of State, in the amount of \$35.00, in payment of the filing fee.

Please process the above documents at your earliest convenience and return acknowledgment of the filing to us in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter and, should you have any questions or problems regarding the above, please do not hesitate to contact either Attorney Scott Fiducci or me at 414/276-0200.

Very truly yours,



Kellie Turcat
Paralegal

Enclosures

cc: Scott E. Fiducci, Esq.

F:\DOCS\MILW-FER\GEN-CORP\KLT3376

Offices in
Milwaukee, Wisconsin . . . Sheboygan, Wisconsin

FILED
98 APR -6 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Milwaukee Bulk Terminals Fertilizers, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Wisconsin 3. October 18, 1995
Incorporated under laws of Date authorized to do business in Florida

FILED
98 APR -6 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 8, 1997
5. Vital-Cycle, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

Richard Kendall
Signature

* 3-30-98
Date

Richard A. Kendall
Typed or printed name

President
Title

DFI/CCS/Corp
Fm 30 (7/96)

United States of America

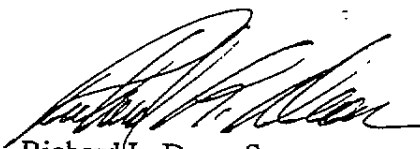
State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

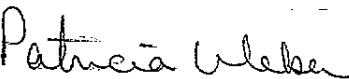
I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the document on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department.

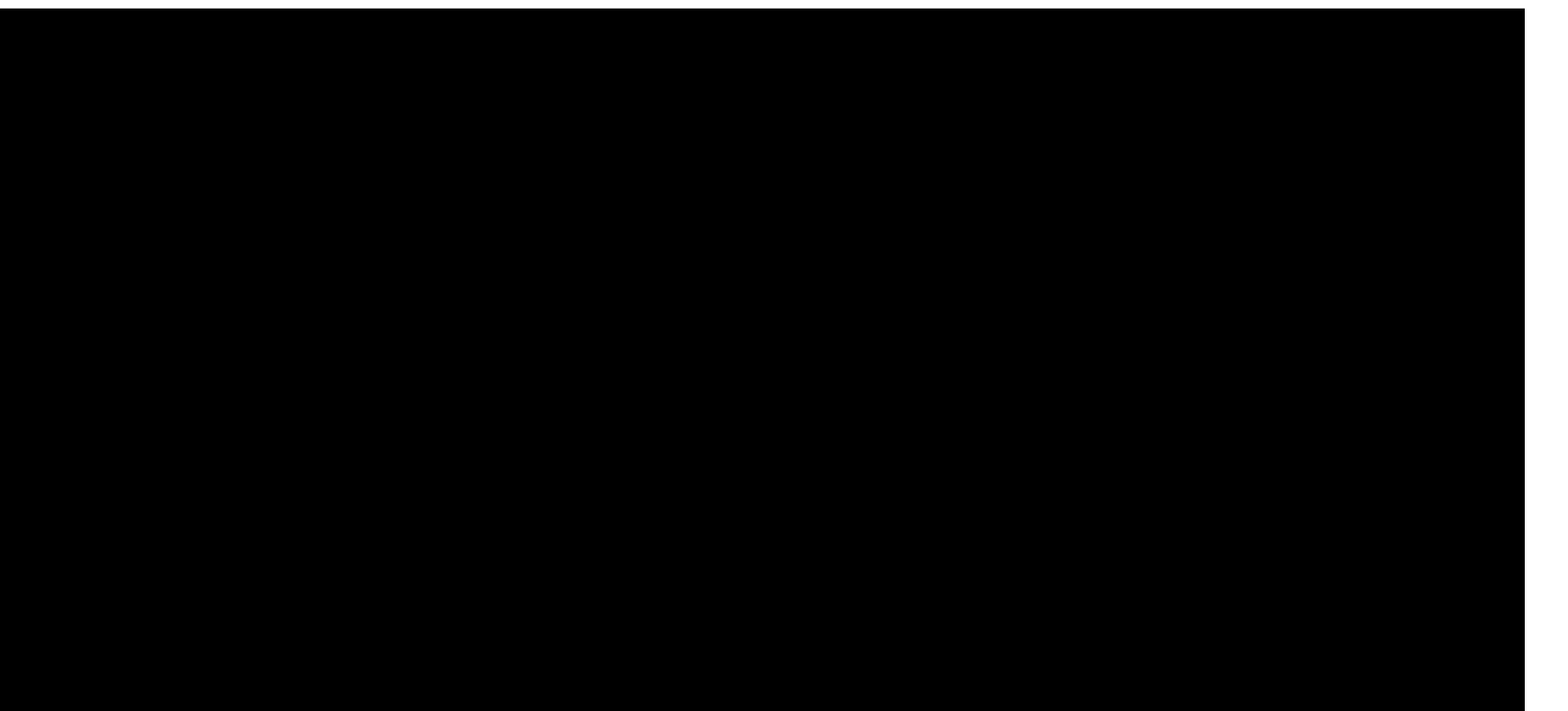



Richard L. Dean, Secretary
Department of Financial Institutions

DATE: MAR 19 1998

BY: 

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.



01 m041956

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE

ARTICLES OF AMENDMENT

Stock (for profit)

97 DEC 8 8:00

A. Name of Corporation: Milwaukee Bulk Terminals Fertilizers, Inc.

(prior to any change effected by this amendment)

Text of Amendment (Refer to the existing articles of incorporation and instruction A. Determine those items to be changed and set forth below the number identifying the paragraph being changed and how the amended paragraph is to read.)

NOW, THEREFORE, BE IT RESOLVED, that the Corporation's name be, and it hereby is, changed to Vital-Cycle, Inc., and Article I of the Corporation's Articles of Incorporation shall be amended to read as follows:

ARTICLE I

The name of the Corporation shall be Vital-Cycle, Inc. 1476802 DCORP 40 40.00

DEC 08 12:00PM

#. #

OKJA

B. Amendment(s) adopted on November 4, 1997

(date)

Indicate the method of adoption by checking the appropriate choice below:

() In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)

OR

(X) In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)

OR

() In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on behalf of the corporation on

11-15-97
Richard A. Kendall
(date)
(signature)

Richard A. Kendall

(printed name)

President

(officer's title)

D. This document was drafted by Edward B. Matkom, Esq.

(name of individual required by law)

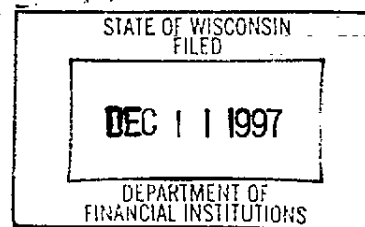
FILING FEE - \$40.00 OR MORE
SEE REVERSE for Instructions, Suggestions, Filing Fees and Procedures

Changes corporate name

\$40.00 AP

ARTICLES OF AMENDMENT
Stock(for profit)

97 DEC 8 4:00



Scott E. Fiducci, Esq.
Davis & Kuelthau, S.C.
111 East Kilbourn Avenue, Suite 1400
Milwaukee, WI 53202

← Please indicate where you would like the acknowledgement copy of the filed document sent. Please include complete name and mailing address.

Your phone number during the day: (414) 225 - 1428

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P.O. Box 7846, Madison, Wisconsin, 53707-7846. (If sent by Express or Priority U.S. mail, address to 30 W. Mifflin Street, 9th Floor, Madison WI 53703). The original must include an original, manual signature (sec. 180.0120(3)(c), Wis. Stats.). If you have any additional questions, please call the Division of Corporate and Consumer Services at 608/266-3590.

- A. State the name of the corporation (before any changes effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "RESOLVED, THAT, Article 1 of the Articles of Incorporation is hereby amended to read as follows. . . etc.")

If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

- B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors - Refer to sec. 180.1002 Wis. Stats. for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders - Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003 Wis. Stats. for specific information.

By Incorporators or Board of Directors - Before issuance of shares - See sec. 180.1005 Wis. Stats. for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

- C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer (or incorporator if directors have not yet been elected) of the corporation or the fiduciary if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary. At least one copy must bear an original manual signature.

- D. If the document is executed in Wisconsin, sec. 182.01(3) Wis. Stats. provides that it shall not be filed unless the name of the drafter (either an individual or a governmental agency) is printed in a legible manner. If document is NOT drafted in Wisconsin, please so state.

FILING FEES

Submit the document with a minimum filing fee of \$40.00, payable to DEPT. OF FINANCIAL INSTITUTIONS. If the amendment causes an increase in the number of authorized shares, provide an additional fee of 1 cent for each new authorized share. When the document has been filed, an acknowledgement copy stamped "FILED" will be sent to the address indicated above.