

E96000004385

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
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CSC networks
PRESTIGE REAL
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96 AUG 27 PM 12:03

ACCOUNT NO.

DIYIS/042100000032

REFERENCE : 064143 4304512

AUTHORIZATION :

Patricia T. Pate

COST LIMIT : \$ 70.00

ORDER DATE : August 23, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 064143

CUSTOMER NO: 4304512

CUSTOMER: Jane P. Currie, Legal Asst
Sidley & Austin
One First National Plaza

300001933423

Chicago, IL 60603

FOREIGN FILINGS

NAME: IMC KALIUM CARLSBAD POTASH
COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

W 8/27
96 AUG 27 AM 12:37
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. IMC Kalium Carlsbad Potash Company
(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 3. 36-4091023
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 17, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2345 Waukegan Road; Building B
Bannockburn, IL 60015
(Current mailing address)
8. Operation of potash mine near Carlsbad, New Mexico including distribution of
said potash, as well as to engage in any purpose or purposes for which corporations
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) may be qualified under the Florida Business Corporation Act.
9. **Name and street address of Florida registered agent:**
Name: Corporation Service Company
Office Address: 1201 Hays Street
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.

Corporation Service Company
By: James L. Duncan
(Registered agent's signature)

- James L. Duncan as its agent*
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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Marschall I. Smith

Address: One Nelson C. White Drive

Mundelein, Illinois 60060

Director: _____

Address: _____

B. OFFICERS

President: Marschall I. Smith

Address: One Nelson C. White Drive

Mundelein, Illinois 60060

Vice President: _____

Address: _____

Secretary: Marschall I. Smith

Address: One Nelson C. White Drive

Mundelein, Illinois 60060

Treasurer: _____

Address: _____

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

13.


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

14. Marschall I. Smith, President

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE KALIAM CARLSBAD POTASH 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 TWENTY-THIRD DAY OF AUGUST, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 27 AM 12:37



Edward J. Freel

Edward J. Freel, Secretary of State

2634147 8300

960247563

AUTHENTICATION:

8080353

DATE:

08-23-96

Document Number Only

F96 00000 4385

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

200002024972--6

-12/10/96--01125--014

*****35.00 *****35.00

IMC Kalium Carlsbad Potash Company

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☒ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

12/10/96

12/10
RAEH9

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Delaware submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: IMC Kalium Carlsbad Potash Company

1b. Date of Incorporation 6/17/96 Document number 896000004385

2. The name and address of the current registered agent and office:

Corporation Service Company, 1201 Hays Street, Tallahassee
Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM
c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Marshall I. Smith
SIGNATURE
11-25-96
DATE

Marshall I. Smith, Pres. & Sec.
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
PLETE PERFORMANCE OF MY DUTIES; AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: *Robert A. Post*
(Registered Agent)
DATE 12-2-96

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