

Document Number Only

F98000002359

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

200002499692--6
-04/24/98--01070--007
*****70.00 *****70.00

PCS Nitrogen Fertilizer Operations, Inc.

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DIVISION OF CORPORATIONS
98 APR 24 PM 2:06

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|------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

APR 24 1998

Thanks,
Jeff

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98 APR 24 AM 11:27

File First

**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. PCS NITROGEN FERTILIZER OPERATIONS, 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. 13-3934025

(FEI number, if applicable)

4. February 20, 1997

(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 817.156, F.S.))

7. 3175 Lenox Park Boulevard, Suite 400, Memphis, Tennessee 38115-4256

(Current mailing address)

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8. To engage in investing activities.

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

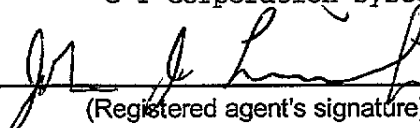
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

John J. Linnihan
(Type Name and Title of Officer)

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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

14. J. CABELL ACREE, III ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

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**Directors and Officers
of
PCS Nitrogen Fertilizer Operations, Inc.**

(General Partner of PCS Nitrogen Fertilizer, L.P.
and PCS Nitrogen Ohio, L.P.)

November 14, 1997

Directors

John L.M. Hampton

Officers

Gary Carlson	President
James F. Dietz	Vice President
Barry E. Humphreys	Treasurer
John L.M. Hampton	Secretary
Robert A. Kirkpatrick	Assistant Secretary
John H. Gheens	Assistant Treasurer
J. Cabell Acree, III	Assistant Secretary

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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 "PCS NITROGEN FERTILIZER OPERATIONS, 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-THIRD DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 2:07



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2719960 8300

DATE:

9041130

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04-23-98