

P03761

Florida Department of State
Division of Corporations
Public Access System

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 16 PM 4:20

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

LEND LEASE AGRI-BUSINESS, INC.

Certificate of Status	0
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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)

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(Document number of corporation (if known))

1. Lend Lease Agri-Business, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 10/19/1984

(Date authorized to do business in 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? 10/29/03

5. Rabo Agrifinance, 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)

John P. Manning V
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

John P. Manning V

(Typed or printed name)

November 13, 2003

(Date)

Secretary

(Title)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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The First State

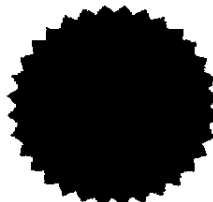
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE SAID "EQUITABLE AGRI-BUSINESS, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ERE YARMOUTH AGRI-BUSINESS, INC.", ON THE THIRTIETH DAY OF DECEMBER, A.D. 1997, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "ERE YARMOUTH AGRI-BUSINESS, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "LEND LEASE AGRI-BUSINESS, INC.", ON THE SECOND DAY OF JULY, A.D. 1998, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "LEND LEASE AGRI-BUSINESS, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "RABO AGRIFINANCE, INC.", ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2003, AT 1:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RABO AGRIFINANCE, INC.", IS THE LAST KNOWN TITLE OF RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2035675 8321

AUTHENTICATION: 2771589

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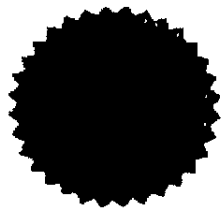
DATE: 11-25-03

Delaware

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The First State

RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT
BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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030758507

AUTHENTICATION: 2771589

DATE: 11 25 02