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Apr 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P21658** (0)
1. Corporation Name
UAP/GA AG CHEM, INC.

Principal Place of Business
**ONE CONAGRA DRIVE CC-360
OMAHA NE 68102-2001**

Mailing Address
**ONE CONAGRA DRIVE CC-360
OMAHA NE 68102-2001**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
11/08/1988

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 47-0648557		Applied For <input type="checkbox"/> Not Applicable	
21. Suite, Apt. #, etc.		25. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22. City & State		27. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23. Zip		28. Zip		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			
24. Country		29. Country		30. Country			

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
84. City	FL
85. Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	P
NAME	BLUE, JAMES C.	1.2 NAME	Randy G. Cook
STREET ADDRESS	1601 SOUTH HUNTER DRIVE	1.3 STREET ADDRESS	8806 Silverbark Drive
CITY-ST-ZIP	PLANT CITY FL	1.4 CITY-ST-ZIP	Germantown, TN 38138
TITLE	V	2.1 TITLE	V
NAME	DILL, JOHN J.	2.2 NAME	Debra L. Keith
STREET ADDRESS	328 SOUTH 124TH STREET	2.3 STREET ADDRESS	2918 Blackhawk Circle
CITY-ST-ZIP	OMAHA NE	2.4 CITY-ST-ZIP	Omaha, NE 68123
TITLE	AS	3.1 TITLE	Treasurer
NAME	BADBERG, SUE	3.2 NAME	Lacey, M.E.
STREET ADDRESS	ONE CONAGRA DR	3.3 STREET ADDRESS	9519 Parker Street
CITY-ST-ZIP	OMAHA NE	3.4 CITY-ST-ZIP	Omaha, NE 68114
TITLE	TD	4.1 TITLE	TD
NAME	THOMAS, L.B.	4.2 NAME	M. E. Lacey
STREET ADDRESS	ONE CONAGRA DR	4.3 STREET ADDRESS	9519 Parker Street
CITY-ST-ZIP	OMAHA NE	4.4 CITY-ST-ZIP	Omaha, NE 68114
TITLE	D	5.1 TITLE	D
NAME	MCKINNERNEY, FLOYD	5.2 NAME	O'Donnell, James P.
STREET ADDRESS	4887 18TH STREET	5.3 STREET ADDRESS	15724 Leavenworth Street
CITY-ST-ZIP	GREELEY CO	5.4 CITY-ST-ZIP	Omaha, NE 68118
TITLE	D	6.1 TITLE	D
NAME	GOSLEE, DWIGHT	6.2 NAME	Ken DiFonzo
STREET ADDRESS	20985 ROUNDUP ROAD	6.3 STREET ADDRESS	16646 Howard Circle
CITY-ST-ZIP	ELKHORN NE	6.4 CITY-ST-ZIP	Omaha, NE 68118

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address

SIGNATURE:

Debra L. Keith

VICE PRESIDENT - TAX

3/25/98

(402) 595-4080

CR2E034 (10/97)