



Norsk Hydro Americas

586826

December 28, 2000

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Merger

000003517580--1
-01/02/01--01006--016
*****70.00 *****70.00

Dear Division of Corporations:

Enclosed for filing is the following:

1. Articles of Merger of Nutrite Corp. and Hydro Agri North America, Inc.
2. Filing Fee in the amount of 70.00 (our check no.. 001280)

Please give me a call should you have any questions or require additional information.

Thank you for your assistance in this matter.

Sincerely,

Julia Santana

Julia A. Santana

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 29 PM 2:15

EFFECTIVE DATE
12/30/2000

Menger

V. SHEPARD JAN 9 2001

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NUTRITE CORP., a Delaware corporation not qualified in Florida

INTO

HYDRO AGRI NORTH AMERICA, INC., a Florida entity, S86826.

File date: December 29, 2000 , effective December 30, 2000

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
NUTRITE CORP.
AND
HYDRO AGRI NORTH AMERICA, INC.

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To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging NUTRITE CORP., a Delaware corporation, into HYDRO AGRI NORTH AMERICA, INC., a Florida corporation, as approved by the Board of Directors of the parent corporation on December 21, 2000.

2. The merger of NUTRITE CORP. with and into HYDRO AGRI NORTH AMERICA, INC. is permitted by the laws of the jurisdiction of organization of NUTRITE CORP. and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of NUTRITE CORP. was December 21, 2000.

3. As to HYDRO AGRI NORTH AMERICA, INC., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on December 21, 2000.

4. Shareholder approval was not required for the merger.

5. The effective time and date of the merger herein provided for the State of Florida shall be at 12:00 P.m. on December 30, 2000.

Executed on December 21, 2000.

NUTRITE CORP.

By: Karen D. Hubner
Name: Karen D. Hubner
Title: Asst. Secretary

HYDRO AGRI NORTH AMERICA, INC.

By: D. Birrell
Name: DAG E. BIRRELL
Title: TREASURER

PLAN OF MERGER

1. Hydro Agri North America, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Nutrite Corp., which is a business corporation of the State of Delaware, hereby merges Nutrite Corp. into Hydro Agri North America, Inc. pursuant to the provisions of the laws of the State of Florida and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Nutrite Corp. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Hydro Agri North America, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of Nutrite Corp. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Hydro Agri North America, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.