

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



01-28-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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NRD 12.29.99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Document ID#
- Correction of PTO Error
Reel # Frame
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Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/KA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

01/27/2000 DNGUYEN 00000038 1891877

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01 FC:481 40.00 OP
02 FC:482 300.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

212-506-5150

Name **Bradford S. Breen, Esq.**

Address (line 1) **Orrick, Herrington & Sutcliffe LLP**

Address (line 2) **666 Fifth Avenue**

Address (line 3) **New York, NY 10103**

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

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|--|--|--|--|----------------------|----------------------|
| <input type="text" value="1,891,877"/> | <input type="text" value="1,072,835"/> | <input type="text" value="1,134,915"/> | <input type="text" value="1,666,345"/> | <input type="text"/> | <input type="text"/> |
| <input type="text" value="1,281,157"/> | <input type="text" value="1,341,292"/> | <input type="text" value="1,389,586"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text" value="1,976,307"/> | <input type="text" value="692,647"/> | <input type="text" value="268,578"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text" value="828,360"/> | <input type="text" value="662,425"/> | <input type="text" value="078,690"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account of if additional fees can be charged to the account., or any refund to the Deposit Account Number

#

Authorization to charge additional fees or credit any refund:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Bradford S. Breen

Name of Person Signing

Signature

December 28, 1999

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "IMC AGRIBUSINESS INC.", CHANGING ITS NAME FROM "IMC AGRIBUSINESS INC." TO "ROYSTER-CLARK AGRIBUSINESS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1999, AT 4 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2048417 8100

991534008

AUTHENTICATION:

0136239

DATE:

12-13-99

TRADEMARK

REEL: 002012 FRAME: 0900

4-27-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
IMC AGRIBUSINESS INC.**

IMC AgriBusiness Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

FIRST: That by written consent of the board of directors dated as of April 22, 1999, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable and calling for consideration of said proposed amendment by the stockholders of the Company. The resolution setting forth the amendment is as follows:

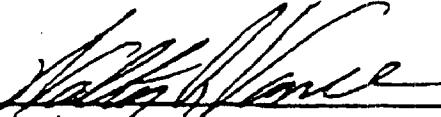
RESOLVED, that it is hereby proposed that Article One of the Certificate of Incorporation of the Company be amended so that the same as amended would read as follows:

1. Name. The name of the Corporation shall be Royster-Clark AgriBusiness, Inc."

SECOND: That thereafter, pursuant to the resolution of the board of directors, the proposed amendment was approved by the stockholder of the Company by written consent dated as of April 22, 1999.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed as of the 28th day of April, 1999.

By: 
Walter Vance
Secretary and Treasurer