

04-10-2001



3.21.01 RE

101670919 TRADEMARKS ONLY

ET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
IMC KALIUM LTD.

Individual  Association  
 General Partnership  Limited Partnership  
 Corporation-State Delaware  Other -

Additional name(s) of conveying party(ies) attached?  
 Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other -

Execution Date: June 26, 2000

2. Name and Address of receiving party(ies):

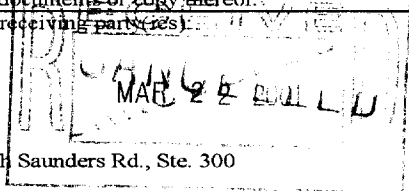
Name: IMC USA INC.  
 Internal Address:  
 Street Address: 100 South Saunders Rd., Ste. 300  
 City: Lake Forrest State: Illinois Zip: 60045 Country: USA

Individual(s) Citizenship: U.S.A.  
 Association:  
 General Partnership:  
 Limited Partnership:  
 Corporation-State Delaware  
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No



4. Application number(s) or registration number(s):  
 If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)  
 B. Trademark registration No.(s)

USRN 1,580,919 for the mark K-LIFE registered February 6, 1990  
 USRN 1,937,487 for the mark NATURE'S OWN registered November 21, 1995

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Nathanael G. Barnes  
 Internal Address: Sidley & Austin  
 Street Address: 717 North Harwood St., Suite 3400  
 City: Dallas State: TX ZIP: 75201

Additional numbers attached?  Yes  No

6. Total number of applications and registrations involved: 2

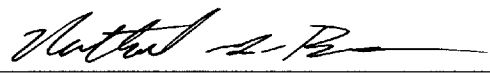
7. Total fee (37 CFR 3.41).....\$65.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 18-1260

405

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9. 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.*

Nathanael G. Barnes  03/21/01  
 Name of Person Signing Signature Date  
 Total number of pages comprising cover sheet 3

OMB No. 0651-0011 (exp. 4/94) Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

04/10/2001 LMUELLER 00000101 181260 1580919  
 04 FC:481 40.00 CH  
 02 FC:482 25.00 CH

Commissioner of Patents and Trademarks  
 Box Assignment  
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK REEL: 002266 FRAME: 0626

Office of the Secretary of State

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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 KALIUM LTD.", CHANGING ITS NAME FROM "IMC KALIUM LTD." TO "IMC USA INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0523140

DATE: 06-26-00

TRADEMARK  
REEL: 002266 FRAME: 0627

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF IMC KALIUM LTD.**

The undersigned officer, Rose Marie Williams, Secretary, of IMC Kalium Ltd., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), does hereby certify that:

1. Article One of the Certificate of Incorporation of the Company is hereby amended in its entirety as follows:

**"ARTICLE ONE**

The name of the corporation is IMC USA Inc."

2. This Certificate of Amendment was duly adopted by sole director and the sole stockholder of the Company according to the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this  
23 day of JUNE, 2000.

IMC KALIUM LTD.


[SEAL]

By: Rose Marie Williams  
Rose Marie Williams  
Secretary

Honorable Commissioner of  
Patents and Trademarks  
March 21, 2001  
Page 2

Once recorded, please return the recorded documents to the undersigned attorney at the above address. If you have any questions regarding the above, please do not hesitate to contact the undersigned at (214) 981-3340.

Very truly yours,

  
Nathanael G. Barnes

NGB:dc

Enclosures