

06-21-2001



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

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101755028

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

1. Name of conveying party(ies):
 IMC Kalium Ltd. **611-01**

() Individual
 () Association
 () General Partnership
 () Limited Partnership
 (X) Corporation State: Delaware
 () Other
 Additional name(s) of conveying party(ies) attached?
 () Yes () No

3. Nature of conveyance:
 () Assignment
 () Merger
 () Security Agreement
 (X) Change of Name
 () Other

Execution Date:

2. Name and Address of receiving party(ies):
 IMC USA Inc.
 Name: 100 S. SAUNDERS ROAD, STE. 300
 LAKE FORREST, ILLINOIS 60045
 Internal Address:
 Street Address:
 City: State: ZIP:

() Individual(s) Citizenship:
 () Association:
 () General Partnership:
 () Limited Partnership:
 (X) Corporation State: Delaware
 () Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: () Yes () No

(Designations must be a separate document from Assignment)

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

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,995,019 K-FLUX

Additional numbers attached? () Yes (X) No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: NATHANAEL G. BARNES
 Internal Address: Sidley Austin Brown & Wood
 Street Address: 717 N. Harwood
 Suite 3400
 City: Dallas State: Texas ZIP: 75201

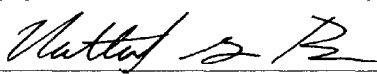
6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$40.00
 () Enclosed
 (x) Authorized to be charged to deposit account
 Account Number 18-1260

8. Deposit account number: 18-1260

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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  JUNE 11, 2001
 Name of Person Signing Signature Date

Total number of pages : 5

OMB No. 0651-0011 (exp. 4/94)

Our Ref: 49721/42101 Do not detach this portion

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

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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 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

2135276 8100

001322899

AUTHENTICATION: 0523140

DATE: 06-26-00

TRADEMARK
REEL: 002316 FRAME: 0657

**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