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9. Statement and signature.

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Name of Person Signing:

Michael A. Bondi
Michael A. Bondi

05/04/05
Date

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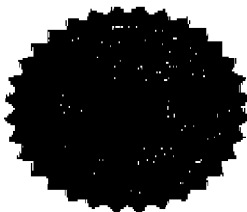
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 PHOSPHATES COMPANY", CHANGING ITS NAME FROM "IMC PHOSPHATES COMPANY" TO "MOSAIC PHOSPHATES COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2004, AT 6:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3707079

DATE: 02-25-05

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CORPORATION TRUST WILL. FORM #2

(FR) 10.22.04 17:19/PT 17:17/NO. 4863796336 P. 2

**CERTIFICATE OF AMENDMENT
OF
STATEMENT OF PARTNERSHIP EXISTENCE
OF
IMC PHOSPHATES COMPANY**

- 1. The name of the general partnership is IMC Phosphates Company.
- 2. The Statement of Partnership Existence is hereby amended as follows:

Article First of the Statement of Partnership Existence is hereby amended to read in its entirety as follows:

"FIRST: The name of the general partnership is Mosaic Phosphates Company (the "Company")."

IN WITNESS WHEREOF, the undersigned general partners have duly executed this Certificate of Amendment this 22nd day of October, 2004.

IMC GLOBAL OPERATIONS INC.

By: /s/ Robert J. Pence
Name: Robert J. Pence
Title: Assistant Secretary

IMC PHOSPHATES MP INC.

By: /s/ Robert J. Pence
Name: Robert J. Pence
Title: Assistant Secretary

PHOSPHATE ACQUISITION PARTNERS L.P.

By: PRP-GP LLC, as Administrative Managing
General Partner

By: /s/ Robert J. Pence
Name: Robert J. Pence
Title: Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:19 PM 10/22/2004
FILED 06:19 PM 10/22/2004
SRV 040765634 - 349365 FILE

ASSISTANT SECRETARY'S CERTIFICATE

The undersigned hereby certifies that he is an Assistant Secretary of Mosaic Phosphates MP Inc., a Delaware corporation (the "Company"), that Mosaic Phosphates MP Inc. is the managing General Partner of Mosaic Phosphates Company, that attached hereto is a true and correct copy of an amendment dated as of June 26, 2002 to the Amended and Restated Partnership Agreement dated as of July 1, 1993 as further amended and restated as of May 26, 1995 of Mosaic Phosphates Company (formerly known as IMC Phosphates Company and IMC-Agrico Company), pursuant to which the name of IMC-Agrico Company was changed to IMC Phosphates Company.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 15th day of March 15, 2005.

By: *Robert D. Perna*
Assistant Secretary

**FOURTH AMENDMENT AND AGREEMENT UNDER THE PARTNERSHIP
AGREEMENT**

This Fourth Amendment and Agreement Under the Partnership Agreement (this "Amendment") is dated as of June 26, 2000 by and among (i) IMC Global Operations Inc., a Delaware corporation ("Operations"), (ii) Phosphate Resource Partners Limited Partnership, a Delaware limited partnership ("PLP"), (iii) IMC-Agrico MP, Inc., a Delaware corporation (the "Managing Partner"), and (iv) IMC-Agrico Company, a Delaware general partnership (the "Partnership").

WITNESSETH

WHEREAS, Operations, PLP and the Managing Partner are parties to an Amended and Restated Partnership Agreement dated as of July 1, 1993, as further amended and restated as of May 26, 1995, as further amended by the Amendment and Agreement under the Partnership Agreement dated January 23, 1996, as further amended by the Second Amendment and Agreement under the Partnership Agreement dated January 1, 1997 (as amended, the "Partnership Agreement"), as further amended by the Third Amendment and Agreement under the Partnership Agreement dated August 1, 1997 and as further amended by the Fourth Amendment and Agreement under the Partnership Agreement dated December 22, 1997;

WHEREAS, Operations, PLP, the Managing Partner and the Partnership desire to amend the Partnership Agreement to change the name of the Partnership;

NOW, THEREFORE, in consideration of the covenants and agreements herein set forth and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The first sentence of Section 2.02 of the Agreement is hereby amended and replaced in its entirety with the following:

"The Partnership is to be known as "IMC Phosphates Company" or such other name as the Partners shall unanimously decide."

