

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM312334

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/25/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GNS MERGER SUB LLC		05/24/2011	LIMITED LIABILITY COMPANY: DELAWARE
THE MOSAIC COMPANY		05/24/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MOS HOLDINGS INC.		
Street Address:	3033 CAMPUS DRIVE		
Internal Address:	SUITE E490		
City:	PLYMOUTH		
State/Country:	MINNESOTA		
Postal Code:	55441		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1666342	SUPER U AGRICO	
CORRESPONDENCE DATA			
Fax Number:	4155760300		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(415) 576-0200		
Email:	vbelevich@kilpatricktownsend.com		
Correspondent Name:	R. Gwen Peterson		
Address Line 1:	Kilpatrick Townsend & Stockton LLP		
Address Line 2:	Two Embarcadero Center, 8th Floor		
Address Line 4:	San Francisco, CALIFORNIA 94111-3834		
ATTORNEY DOCKET NUMBER:	93868-882608		
NAME OF SUBMITTER:	R. Gwen Peterson		
SIGNATURE:	/R. Gwen Peterson/		
DATE SIGNED:	07/30/2014		
Total Attachments: 5			

OP \$40.00 1666342

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GMS MERGER SUB LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "THE MOSAIC COMPANY" UNDER THE NAME OF "MCS HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF MAY, A.D. 2011, AT 3:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIFTH DAY OF MAY, A.D. 2011, AT 8:30 O'CLOCK A.M.


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



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8785068

DATE: 05-24-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:38 PM 05/24/2011
FILED 09:01 AM 05/24/2011
SV 11066412 - 375423 FILE

CERTIFICATE OF MERGER
OF
GNS MERGER SUB LLC
(a Delaware limited liability company)

WITH AND INTO

THE MOSAIC COMPANY
(a Delaware corporation)

Pursuant to Section 264 of the General Corporation Law of the State of Delaware, as amended (the "DGCL") and Section 18-209 of the Delaware Limited Liability Company Act, as amended (the "DLCA"), The Mosaic Company, a Delaware corporation, hereby certifies the following information relating to the merger of GNS Merger Sub LLC, a Delaware limited liability company, with and into The Mosaic Company (the "Merger"):

FIRST: The name and state of domicile and incorporation/formation of each of the constituent entities to the Merger (the "Constituent Entities") is as follows:

Name	State of Domicile and Incorporation/Formation
GNS Merger Sub LLC	Delaware
The Mosaic Company	Delaware

SECOND: The Merger and Distribution Agreement, dated as of January 18, 2011 (the "Merger Agreement"), by and among each of the Constituent Entities, GNS II (U.S.) Corp., a Delaware corporation, Cargill, Incorporated, a Delaware corporation, and, for the limited purposes set forth therein, the Margaret A. Cargill Foundation, the Acorn Trust, the Lilee Trust and the Anne Ray Charitable Trust, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with Section 264 of the DGCL and Section 18-209 of the DLCA.

THIRD: The surviving entity of the Merger shall be The Mosaic Company (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the Merger to be "MOS Holdings Inc."

FOURTH: The Restated Certificate of Incorporation of The Mosaic Company shall be amended and recast in the Merger effected herby to read in its entirety as set forth in Annex A to this Certificate of Merger, and as so amended and recast shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Corporation, located at 3033 Campus Drive, Suite B450, Plymouth, Minnesota 55441.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or any member, as applicable, of the Constituent Entities.

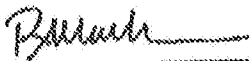
SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective at 8:00 a.m. Eastern Time on May 25, 2011.

[Remainder of page intentionally left blank]

005363-0001-13483-Access 12345678

IN WITNESS WHEREOF, The Mosaic Company has caused this Certificate of Merger to be duly executed on the 24th day of May, 2011.

THE MOSAIC COMPANY

By: 
Name: Richard L. Mack
Title: Executive Vice President, General
Council and Corporate Secretary

(Signature Page to Certificate of Merger)

**AMENDED & RESTATED
CERTIFICATE OF INCORPORATION
OF
MOS HOLDINGS INC.**

**ARTICLE I
NAME**

The name of the corporation (hereinafter called the "Corporation") is MOS Holdings Inc.

**ARTICLE II
REGISTERED OFFICE**

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle, and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock, par value \$0.01 per share.

**ARTICLE V
BYLAWS**

In furtherance and not in limitation of the powers conferred by statute and except as provided herein or in the bylaws, the Board of Directors of the Corporation (the "Board of Directors") shall have the power to adopt, amend, repeal or otherwise alter the bylaws without any action on the part of the stockholders in accordance with the bylaws; provided, however, that any bylaws made by the Board of Directors and any and all powers conferred by any of said bylaws may be amended, altered or repealed by the stockholders.

**ARTICLE VI
LIMITATION OF DIRECTORS' LIABILITY; INDEMNIFICATION**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Each person who is or was a director or officer of the Corporation, and each person who serves or

served at the request of the Corporation as a director or officer of another enterprise, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the General Corporation Law.

If the General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article VI by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VII ELECTION OF DIRECTORS

The election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE VIII BOARD OF DIRECTORS

The number of directors to constitute the whole Board of Directors shall be established as provided in the bylaws.

ARTICLE IX AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended & Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

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