349-AA

State of Minnesota

4382

SECRETARY OF STATE

Certificate of Merger

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: An Agreement and Plan of Merger between the following corporations has been approved pursuant to the procedures required by the chapter indicated. The Agreement and Plan of Merger was filed in this office on this date. Each of the merging corporations have been merged into the surviving corporation listed below on the effective date listed below.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Incorporation and Names of Merging Corporations:

MN: Waycrosse, Inc.

DE: Cargill, Incorporated

State of Incorporation and Name of Surviving Corporation:

DE: Cargill, Incorporated

Effective Date of Merger: June 25, 1991 at 7:01 pm (Central Time)

Name of Surviving Corporation After Effective Date of Merger:

Cargill, Incorporated

The surviving corporation, if a non-Minnesota corporation is qualified to do business in Minnesota.

This certificate has been issued on: June 25, 1991.

Joan Anderson Growe

Secretary of State.

FILE No. 123-680
RECORDING FEE $ 25.00
TRANSFER FEE $

FILED FOR RECORD THE 12 DAY OF September, 19 91 AT 4:25 O'CLOCK P. M. BOOK 8 PAGE 136

STATE OF IOWA, DELAWARE COUNTY
Jane A. Lloyd, Recorder
Art. of Inc.

349-AA

4383

ARTICLES OF MERGER
OF
WAYCROSSE, INC.
WITH AND INTO
CARGILL, INCORPORATED

1. Attached hereto as Exhibit A is the Plan of Merger (the "Plan") for the merger of Waycrosse, Inc., a Minnesota corporation ("Waycrosse"), with and into Cargill, Incorporated, a Delaware corporation ("Cargill").

2. The Plan has been approved by Waycrosse pursuant to Chapter 302A of the Minnesota Statutes and by Cargill pursuant to the Delaware General Corporation Law.

3. The merger shall be effective at 7:01 p.m. Central Time on the date these Articles of Merger are filed with the Minnesota Secretary of State.

IN WITNESS WHEREOF, the undersigned corporations have executed this document this 29 day of APR, 1991.

CARGILL, INCORPORATED

By _____
Its Heinz F. Hutter, President

605105

WAYCROSSE, INC.

By _____
Its Harry F. Martin, President

4384

Exhibit A

PLAN OF MERGER

1. The names of the corporations proposing to merge are Cargill, Incorporated, a Delaware corporation (hereinafter sometimes referred to as "Survivor"), and Waycrosse, Inc., a Minnesota corporation (hereinafter sometimes referred to as "Absorbed"). Survivor and Absorbed are hereinafter sometimes referred to together as the "Constituent Corporations."

2. The name of the surviving corporation is Cargill, Incorporated.

3. The terms and conditions of the proposed merger, the mode of carrying the same into effect, and the manner and basis of converting the shares of the Constituent Corporations into shares of Survivor are as follows:

ARTICLE I

Absorbed and Survivor shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the State of Delaware and State of Minnesota, by Absorbed merging into Survivor, which shall be the surviving corporation. The separate existence of Absorbed shall cease and the existence of Survivor shall continue unaffected and unimpaired by the merger with all the rights, privileges, immunities, and powers, and subject to all the duties and liabilities of a corporation organized under the General Corporation Law of the State of Delaware.

ARTICLE II

At and after the Effective Time (as defined in Article VI hereof):

1. The Certificate of Incorporation and Bylaws of Survivor in force at the Effective Time shall remain and be its Certificate of Incorporation and Bylaws until altered or amended.

2. The Officers and Directors of Survivor at the Effective Time shall continue in office and shall constitute the Officers and Directors of Survivor for the term elected or until their respective successors shall be elected or appointed and qualified.

ARTICLE III

At the Effective Time:

1. Survivor shall possess all of the rights and privileges and shall be subject to all of the liabilities and duties of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, and all other interests belonging to or due to each of the Constituent Corporations shall be transferred to and vested in Survivor.

2. Survivor shall be responsible and liable for all liabilities and obligations of each of the Constituent Corporations. Survivor shall execute and deliver any documents which may be required for it to assume or otherwise comply with outstanding obligations of Absorbed.

ARTICLE IV

The manner and basis of converting the shares of the capital stock of the Constituent Corporations into shares of the capital stock of Survivor are as follows:

1. As a result of this merger, each outstanding share of stock of Survivor other than the shares of common stock of Survivor held by Absorbed shall remain outstanding stock of Survivor.

2. Each share of common stock of Survivor held by Absorbed shall, by virtue of the merger, be cancelled and shall be treated as unissued shares.

3. Each outstanding share of stock of Absorbed which shall be outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action on the part of the holders thereof, be converted into and exchanged for 1.537465 shares of common stock of Survivor, except that cash shall be paid in lieu of the issuance of fractional shares of common stock of Survivor.

ARTICLE V

Survivor hereby (a) agrees that it may be served with process in Minnesota in any proceeding for enforcement of any obligation of Absorbed and in a proceeding for enforcement of the rights of a dissenting shareholder of Absorbed against Survivor; (b) irrevocably appoints the Minnesota Secretary of State as its agent to accept service of process in any such proceeding; (c) specifies that a copy of such process shall be mailed by the Minnesota Secretary of State to it at the following address: Cargill, Incorporated, Law Department, P.O. Box 9300, Minneapolis, Minnesota 55440; and (d) agrees that it will promptly pay to any dissenting

shareholders of Absorbed the amount, if any, to which they are entitled under Minn. Stat. 302A.473.

ARTICLE VI

The effective time of the merger shall be at 7:01 p.m. Central Time on the date that Articles of Merger are filed with the Minnesota Secretary of State to effect the merger (the "Effective Time").

ARTICLE VII

This Plan of Merger may be terminated and the merger provided for herein may be abandoned at any time prior to the Effective Time notwithstanding the approval of the stockholders of either or both of the Constituent Corporations (a) by the mutual consent of the respective boards of directors of Survivor or Absorbed, or (b) if, in the opinion of the board of directors of either Survivor or Absorbed, the merger is impractical or undesirable for any reason.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 25 1991
Joan Anderson Growe
Secretary of State

1. The instrument to be corrected was filed by Cargill, Incorporated and Waycrosse, Inc.

2. The instrument to be corrected is the Articles of Merger of Waycrosse, Inc. with and into Cargill, Incorporated, filed with the secretary of state on June 25, 1991.

3. The error to be corrected is the exchange ratio provided in Article IV. 3. of the Plan of Merger attached to the Articles of Merger as Exhibit A.

4. The corrected Article IV. 3. of the Plan of Merger attached to the Articles of Merger as Exhibit A is as follows:

> 3. Each outstanding share of stock of Absorbed which shall be outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action on the part of the holders thereof, be converted into and exchanged for 7.567365 shares of common stock of Survivor, except that cash shall be paid in lieu of the issuance of fractional shares of common stock of Survivor.

605369

IN WITNESS WHEREOF, the undersigned corporations have executed this document this 25th day of June, 1991.

This record is inactive. KAE

Cargill, Incorporated

By _____
Its Heinz F. Hutter, President

Waycrosse, Inc.

By Steven A. Horwig
Its Vice - President

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN 27 1991
Joan Anderson Growe
Secretary of State

123-680
DELAWARE COUNTY IOWA
FILED

'91 SEP 12 PM 4 25

BOOK 8 PAGE 136
RECORDER

$25.00

CARGILL, INCORPORATED

C T Corporation System
1032 Norwest Midland
Bank Building
Minneapolis, MN 55401

