# CARGILL, INCORPORATED
## CORPORATE SECRETARY'S DEPARTMENT

JOHN F. McGRORY
SENIOR VICE PRESIDENT
GENERAL COUNSEL & SECRETARY
JAMES D. MOE
VICE PRESIDENT
ASSISTANT GENERAL COUNSEL &
ASSISTANT SECRETARY
M.A. KURSCHNER
ASSISTANT SECRETARY

15615 McGINTY ROAD
WAYZATA, MINNESOTA 55391-2398

MAIL ADDRESS
BOX 9300
MINNEAPOLIS, MN 55440

I hereby certify that I am Assistant Secretary of Cargill, Incorporated, a Delaware corporation; that as such Assistant Secretary I have custody of certain of the books and records of said corporation.

I further certify that Waycrosse, Inc., a Minnesota Corporation, merged into Cargill, Incorporated on June 25, 1991, and Cargill, Incorporated became the surviving Corporation.

I further certify that the attached Certificate of Amendment of Articles of Incorporation of Cargill Securities Company is a true and correct copy of same filed in the Office of the Secretary of State of Minnesota on October 14, 1965, amending Article I to read as follows:

"The name of this corporation shall be Waycrosse, Inc."

WITNESS MY HAND AND THE SEAL of Cargill, Incorporated this 12th day of November, 1991.

M. A. Kurschner
Assistant Secretary

STATE OF MINNESOTA )
SS
COUNTY OF HENNEPIN )

Subscribed and sworn to before me this 12th day of November, 1991.

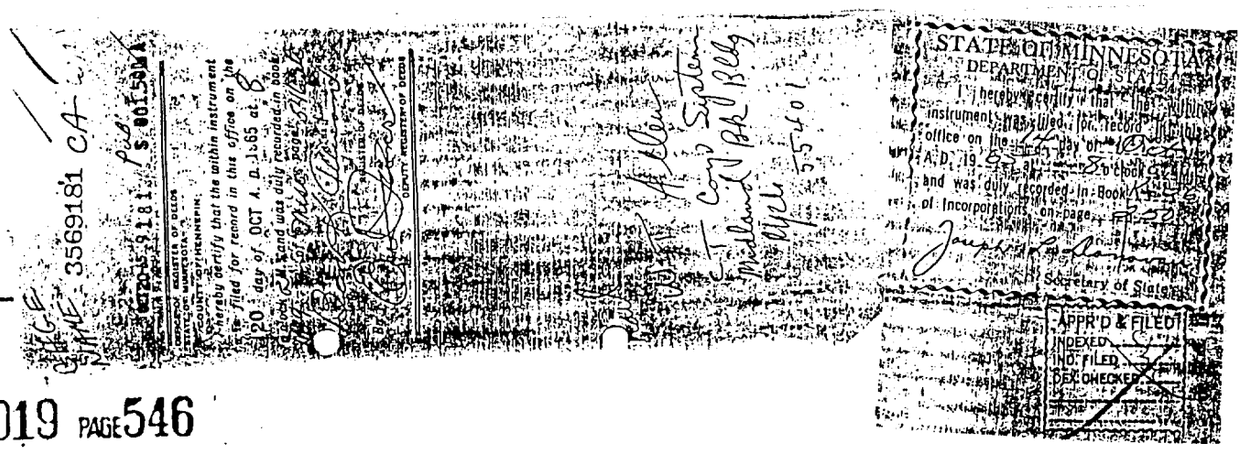
ALLISON G. GUNLOCK
NOTARY PUBLIC—MINNESOTA
HENNEPIN COUNTY
My Comm. Expires Jan. 29, 1996

Allison G. Gunlock
Notary Public

FILE No. 142-1428
RECORDING FEE $ 15.00
TRANSFER FEE $

FILED FOR RECORD THE 3 DAY OF December 19 91 AT 12:53
O'CLOCK P. M. BOOK 8 PAGE 145

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



MISC BOOK 1019 PAGE 546

3569181

CERTIFICATE OF AMENDMENT ~~K-26,250~~

OF

ARTICLES OF INCORPORATION

OF

CARGILL SECURITIES COMPANY

We, JAMES R. CARGILL and A. J. JAMES, President and Secretary respectively, of CARGILL SECURITIES COMPANY, a corporation organized and existing under the laws of the State of Minnesota, do hereby certify under the seal of said corporation as follows:

1. That a Special Meeting of the shareholders of Cargill Securities Company was duly held at the office of said Cargill Securities Company, located near Wayzata, in Hennepin County, Minnesota, on September 30, 1965, at 10:30 o'clock A.M.; that said meeting was called for the purpose of considering a proposal to amend the Articles of Incorporation of said corporation; that notice of said special meeting of shareholders, stating the nature of said proposal to amend said Articles of Incorporation, was duly given, by mailing the same to each shareholder entitled to vote on said proposal, on September 14, 1965; that said proposed amendment was duly submitted at said special meeting; that the shares of said corporation have equal voting rights and that on September 30, 1965, at the time of said special meeting of shareholders, there were outstanding and entitled to vote on said proposal, as well as on any other matter, a total number of shares of 207,375; that 162,054 shares were represented at said special meeting in person or by proxy and that 162,054 of said shares voted in favor of said proposed amendment and no shares voted against the same; that the Articles of Incorporation of said corporation contain no provisions concerning the vote of shareholders required to approved a proposed amendment to its Articles of Incorporation; that said proposed amendment does not adversely affect the rights of any holder of shares of said corporation, or make any substantial change in the purpose or purposes for which said corporation was organized.

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K-26, 251

2. That the following is a true and correct copy of the resolution adopted, as aforesaid, and that the amendment so approved is truly and correctly set forth in said resolution, to-wit:

"BE IT RESOLVED, By the shareholders of Cargill Securities Company, that the Articles of Incorporation of this corporation, as heretofore amended, be further amended as follows:

"By amending Article I to read:

'The name of this corporation shall be Waycrosse, Inc.;' "

3. That said amendment has been duly adopted in accordance with the provisions of the Minnesota Business Corporation Act, as amended.

IN WITNESS WHEREOF, WE, JAMES R. CARGILL AND A. J. JAMES, respectively the President and Secretary of said CARGILL SECURITIES COMPANY, have signed this certificate and caused the corporate seal of said corporation to be hereunto affixed this 8th day of October, 1965.

James R. Cargill
President

A. J. James
Secretary

(CORPORATE SEAL)

STATE OF MINNESOTA )
) SS
COUNTY OF HENNEPIN )

On this 8th day of October, 1965, before me, a Notary Public within and for said County, personally appeared James R. Cargill and A. J. James, to me personally known, who, being by me duly sworn, did say that they are, respectively, the President and Secretary of CARGILL SECURITIES COMPANY, the corporation named in the foregoing instrument; that the seal affixed to said instrument is the corporate seal of said corporation by authority of its Board of Directors; and that said James R. Cargill and A. J. James acknowledged said instrument to be the free act and deed of said corporation.

Rodney M. Olson
Notary Public

RODNEY M. OLSON
Notary Public, Hennepin County, Minn.
My Commission Expires Dec. 8, 1968.

(NOTARIAL SEAL)

OFFICE COPY

NAME: 3569181 CA

RECORD REGISTER OF DEEDS
STATE OF MINNESOTA }
COUNTY OF HENNEPIN }

I hereby certify that the within instrument was filed for record in this office on the 20 day of OCT A. D. 1965 at 8 o'clock A. M. and was duly recorded in book 1019 of Misc. page 548

REGISTER OF DEEDS

DEPUTY REGISTER OF DEEDS

MISC BOOK 1019 PAGE 548

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 15th day of October A. D. 19 65 at 8 o'clock A. M. and was duly recorded in Book A-2 of Incorporations, on page 232

Secretary of State

APPR'D & FILED
INDEXED
NO. FILED
CHECKED

Filed for record on the 20 day of Oct A.D. 1965 at 8 o'clock A.M.

Midland Co-op System
Midland Bldg
Minneapolis 55401