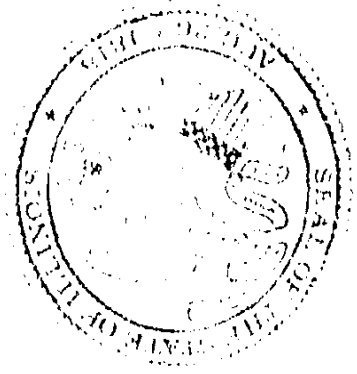


George H. Ryan
SECRETARY OF STATE



In Testimony Whereof, I herein set my hand and seal of office at the City of Springfield, this 21ST day of APRIL A.D. 19 93 and the two hundred and 17TH day of the Independence of the United States.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

Articles of Amendment to the Articles of Incorporation of
AGRESEARCH, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.



65105236

93349199

5319-412-5

File Number

UNOFFICIAL COPY

(over)
All changes other than name, include on page 2

8788
D.K.

COOK COUNTY RECORDS

DEPT-01 RECEIVING
\$27.00
18888 TRN 7794 05/10/93 08:45:00
#7113 * 3-3-93-349199

(NEW NAME)

THE G. NELSON CORPORATION

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is RESOLVED, that the Articles of Incorporation be amended to read as follows:)

(INSERT AMENDMENT)

93349199

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. The shareholders who have not consented in writing have been given notice in accordance with Section 7.10.

(Note 4)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment.

(Note 3)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued by shareholder action not being required for the adoption of the amendment.

(Note 2)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment.

19 93 in the manner indicated below. ("X" one box only)

2. MANNER OF ADOPTION:

1. CORPORATE NAME:

AGRESEARCH INC.

Remit payment in check or money order, payable to "Secretary of State."

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

ARTICLES OF AMENDMENT

BCA-10.30

(Rev Jan 1991)

SUBMIT IN DUPLICATE

File # DS319-412-5

93349199

NAME CHANGE

FILED

APR 21 1993

SECRETARY OF STATE

GEORGE H. RYAN

Approved: _____
Filing Fee _____
Penalty _____
Franchise Tax _____

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Dated _____, 19 _____

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

OR

6. If amendment is authorized by the incorporators, the incorporators must sign below.

_____ (Type or Print Name and Title)	_____ (Type or Print Name and Title)
GLADYS NELSON (Signature of President or Vice President)	GLADYS NELSON (Signature of Secretary or Assistant Secretary)
_____ (Exact Name of Corporation)	_____ (Exact Name of Corporation)

651-3333

Dated "X" March 29, 1953
 attested by Gladys Nelson

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms under penalties of perjury, that the facts stated herein are true.

(Complete either item 5 or 6 below)

_____ \$	_____ \$	Paid-in Capital
After Amendment	Before Amendment	

NO CHANGE

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as arranged by this amendment is as follows: (If not applicable, insert "No change")

NO CHANGE

(a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

NO CHANGE

The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

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C-1728

03/01/99

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or "the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
- (f) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class as required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying a smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

The filing fee for articles of amendment - \$25.00
The filing fee for restated articles - \$100.00

Property of Cook County Clerk