

Filing Fee: \$20.00

ID Number: 114522



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1(1)

1. The name of the corporation is MONSANTO COMPANY
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is:
Suite 900, 170 Westminster Street, Providence, RI 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
C T Corporation System
5. The name of the NEW registered agent is:
Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: May 20, 2004

MONSANTO COMPANY

Print Corporate Name

By

Maureen Cullen

Its President ☐ or Its Vice President ☐

Maureen Cullen, Attorney in Fact

STATE OF Delaware
COUNTY OF New Castle

In Wilmington Delaware on this 20 day of May, 2004, personally appeared before me Maureen Cullen who, being by me first duly sworn, declared that he/she is the Attorney in Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

FILED

MAY 28 2004

By M32978 Csp

Elizabeth A. Dawson

Notary Public Elizabeth A. Dawson

My Commission Expires: 5/17/2005

STATE OF MISSOURI)
COUNTY OF ST. LOUIS)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Nancy E. Hamilton, Assistant Secretary of Monsanto Company ("the Company"), a Corporation established under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Maureen Cullen and Louis Giaccardo attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

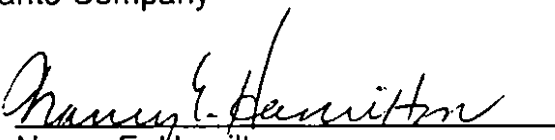
In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Louis Giaccardo shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Nancy E. Hamilton, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 7th day of May, 2004.

Monsanto Company

BY:


Nancy E. Hamilton
Assistant Secretary

Subscribed and sworn to before me this 7th day of May, 2004.


Notary Public

JILL S. MARTIN
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: Aug. 15, 2005

**Monsanto Company
subsidiary list**

ASGROW SEED COMPANY LLC
CALGENE LLC
CENTROGEN, INC.
CEREON GENOMICS L.L.C.
CORN STATES HYBRID SERVICE L.L.C.
COSEVEN, LLC
DEKALB GENETICS CORPORATION
DEKALB HOLDINGS, INC.
DEKALB TECHNOLOGIES CORPORATION
HOLDEN'S FOUNDATION SEEDS L.L.C.
HOPE PROPERTIES L.L.C.
LEONARD CONSTRUCTION COMPANY
LEXPHC, INC.
MALLARD RICE, LLC
MONSANTO AG PRODUCTS LLC
MONSANTO AG TECHNOLOGIES LLC
MONSANTO CARIBE, LLC
MONSANTO CENTRAL AFRICA, INC.
MONSANTO CHOICE GENETICS, INC
MONSANTO COLOMBIANA, INC.
MONSANTO COMPANY
MONSANTO DOMINICANA, INC.
MONSANTO ENVIRO-CHEM SYSTEMS OF OHIO, LLC
MONSANTO ENVIRO-CHEM SYSTEMS, INC.
MONSANTO GUATEMALA, INC.
MONSANTO INTER-AMERICA COMPANY
MONSANTO RESEARCH CORPORATION
MONSANTO TECHNOLOGY LLC
MONSANTO WEST AFRICA, INC.
OLYMPIA INDUSTRIES, INC.
P4 PRODUCTION, L.L.C.