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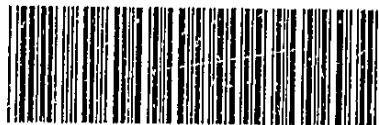
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 961989

The Registrar of Companies for England and Wales hereby certifies that
CERES(U.K.)LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GLENCORE GRAIN UK LTD.

Given at Companies House, Cardiff, the 1st September 1994



C00961989I

G. Wookey
G. WOOCKEY

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

Company No. 961989

THE COMPANIES ACTS 1948 to 1967

Company Limited by Shares

SPECIAL RESOLUTION

of

CERES (U.K.) LIMITED

(Passed on 17th August 1994)



WE, the undersigned, being all the members of the above Company entitled to receive notice of, attend and vote at General Meetings of the Company, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

RESOLVED that the name of the Company be changed to
"GLENCORE GRAIN UK LTD.".

Dated this 17th day of August 1994

.....Director

for and on behalf of
RICHCO TRADING NV

.....

P. H. LEACOCK

Richards Butler
Beaufort House
15 St. Botolph Street
London EC3A 7EE

Ref: /SMG/94-

