

Delaware

The First State

PAGE



I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORTON SALT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF NOVEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MORTON SALT, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF JULY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

De conformidad con el numeral 5 del artículo 18 de la vigente ley notarial, doy fé que la fotocopia que consta de 3 foja(s) es exacta al documento que me fué exhibido.
Guayaquil, 29 Dic. 2010

Paulina Falquez
Ab. María Paulina Falquez Mosquera
NOTARIA VIGESIMA SEXTA SUPLENTE
CANTON GUAYACUIL



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101105885

u may verify this certificate online
corp.delaware.gov/authver.shtml

Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8366998

DATE: 11-19-10

**MORTON SALT, INC.
SECRETARY'S CERTIFICATE**



The undersigned, the duly appointed Secretary of Morton Salt, Inc. (the "Corporation"), a corporation organized and operating under the laws of the State of Delaware whose corporate headquarters are located at 123 Wacker Drive, Chicago, Illinois, U.S.A., hereby certifies:

1. That the Corporation is legally established and was incorporated in the State of Delaware on July 30, 2010.
2. That the shareholders of the Corporation are K+S North America Salt Holdings LLC, a Delaware limited liability company whose corporate headquarters are located at 123 Wacker Drive, Chicago, Illinois, U.S.A., and K+S Salt of the Americas Holding B.V., a limited liability company from the Netherlands whose corporate headquarters are located at Lange Lijnbaan 15, 8861 NW Harlingen, the Netherlands.
3. That attached as Exhibit A is the Certificate of Good Standing of the Corporation as certified by the Secretary of State of Delaware on November 19, 2010.
4. That the corporate seal affixed to this certificate is the corporate seal of the Corporation.

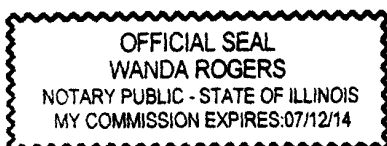
IN WITNESS WHEREOF, the undersigned has duly set her hand hereunto and affixed the corporate seal of the Company this November 19, 2010.

Mary E. Doohan

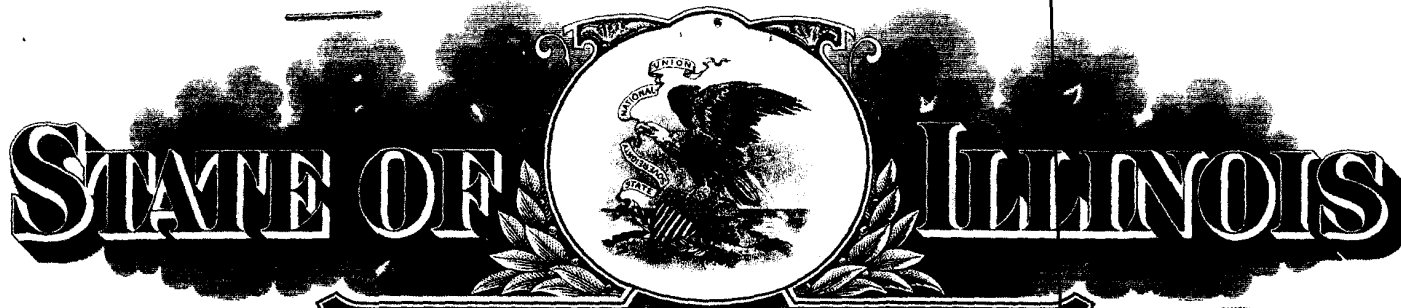
State of Illinois)
) SS
County of Cook)

Mary E. Doohan, being duly sworn, deposes and says that she signed the foregoing document in the capacity indicated, and that the statements contained therein are true and correct.

Subscribed and sworn to before me this November 19th, 2010.



Notary Public



SECRETARY OF STATE

SPRINGFIELD, ILLINOIS

APOSTILLE



(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document

2. has been signed by WANDA ROGERS

3. acting in the capacity of NOTARY PUBLIC, COOK COUNTY

4. bears the seal/stamp of STATE OF ILLINOIS

Certified

5. Chicago, Illinois

6. DECEMBER 07, 2010

7. by the Secretary of State, State of Illinois

8. No. C10MH28690

9. Seal/Stamp:

10. Signature:

De conformidad con el numeral 5 del artículo 18 de la vigente ley notarial, doy fé que la fotocopia que consta de 1 foja(s) es exacta al documento que me fué exhibido.
Guayaquil, 29 DIC. 2010

Paulina Falquez
Ab. Maria Paulina Falquez Mosquera
NOTARIA VIGESIMA SEXTA SUPLENTE
CANTON GUAYAQUIL

Jesse White

JESSE WHITE
SECRETARY OF STATE
STATE OF ILLINOIS





SPRINGFIELD, ILLINOIS

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Jesse White

JESSE WHITE
SECRETARY OF STATE
STATE OF ILLINOIS

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Paulina Falquez Mosquera
Ab. María Paulina Falquez Mosquera
NOTARIA VIGESIMA SEXTA SUPLENTE
CANTON GUAYAQUIL

EXHIBIT A

Delaware Good Standing Certificate
for
Morton Salt, Inc., a Delaware corporation

