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660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

DATE: 12/7

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporation(s) Name

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Cenxageni, INC.

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00 DEC -7 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*J*

- Profit  Amendment  Mergers
- Nonprofit
- Foreign  Dissolution  Mark
- LLC  Withdrawal
- Limited Partnership  UBR  Other
- Reinstatement  Fictitious Name  Ch. RA
- UCC  1 or  3

\*\*\*Special Instructions\*\*

- Certified Copy  Photocopies  CUS
- Arts/ameds/mergers  Other-See Above
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Copies To:

Jeffrey Butterfield

Thank You!

DIVISION OF CORPORATION

00 DEC -7 AM 11:16

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*J*  
*12/7*

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

00 DEC -7 PM 1:26 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

1. CEREXAGRI, INC. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Commonwealth of Pennsylvania (State or country under the law of which it is incorporated) 3. 23-3061100 (FEI number, if applicable)

4. October 26, 2000 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. after 1/1/2001 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2000 Market Street, Philadelphia, PA 19103 (Current mailing address)

8. Manufacture and sale of agrichemicals (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: C T Corporation System Office Address: 1200 South Pine Island Road Plantation, Florida, 33324 (Zip code)

10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. Margaret E. Routzahn (Registered agent's signature) MARGARET E. ROUTZAHN Special Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) FL019 - 9/2/99 C T System Online

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: Andrea E. Utecht

Address: 2000 Market Street  
Philadelphia, PA 19103

Vice Chairman: Walter H. Schumacher

Address: 2000 Market Street  
Philadelphia, PA 19103

Director: Jerome Lavigne-Delville

Address: 2000 Market Street  
Philadelphia, PA 19103

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Andrea E. Utecht

Address: 2000 Market Street  
Philadelphia, PA 19103

Vice President: Walter H. Schumacher

Address: 2000 Market Street  
Philadelphia, PA 19103

Secretary: Jerome Lavigne-Delville

Address: 2000 Market Street  
Philadelphia, PA 19103

Treasurer: Eric Loges

Address: 2000 Market Street  
Philadelphia, PA 19103

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Walter H. Schumacher  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Walter H. Schumacher, Vice President  
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

NOVEMBER 29, 2000

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

FILED  
00 DEC -7 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I DO HEREBY CERTIFY THAT,

CEREXAGRI, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

*Kim Dujongjalla*

Secretary of the Commonwealth

DPOS