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(Address)

(Address)

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TALLAHASSEE, FLORIDA

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February 14, 2006

Florida Department of State  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: AGP Grain, Ltd Inc – Application by Foreign Corporation for Authorization to Transact Business in Florida


Dear Madam or Sir:

Enclosed please find the following to be filed in your office:

1. Form Cover Letter;
2. Application by Foreign Corporation for Authorization to Transact Business; and
3. Check in the amount of \$87.50 for the filing fee, certificate of status and certified copy.

If you have any questions regarding the enclosed, please contact the undersigned at (402) 498-5592. Thank you.

Very truly yours,



Larry J. Steier  
Vice President, General Counsel

LJS:sc  
Encs.

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06 FEB 17 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** AGP Grain, Ltd Inc  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Larry J. Steier  
(Name of Person)

Ag Processing Inc a cooperative  
(Firm/Company)

12700 W. Dodge Rd.  
(Address)

Omaha, NE 68154  
(City/State and Zip code)

06 FEB 17 PM 4:26  
 STEIER, LARRY J.  
 TALLAHASSEE, FLORIDA

**FILED**

For further information concerning this matter, please call:

Larry J. Steier at ( 402 ) 498-5592  
 (Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee     \$78.75 Filing Fee & Certificate of Status     \$78.75 Filing Fee & Certified Copy     \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

1. AGP GRAIN, LTD INC
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

AGP Grain, Ltd Inc

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Iowa 3. 47-0779438
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 29, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 12700 W. Dodge Rd., Omaha, NE 68154
(Principal office address)

12700 W. Dodge Rd., Omaha, NE 68154
(Current mailing address)

8. Grain marketing, purchasing, storage
(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 NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston, Florida 33331
(City) (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.

Sabrina Tillapaugh
(Registered agent's signature)
SABRINA TILLAPAUGH, ASST. SEC.

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 business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Director

~~SECRET~~: Martin P. Reagan

Address: 12700 W. Dodge Rd., Omaha, NE 68154

Director

~~SECRET~~: J. Keith Spackler

Address: 12700 W. Dodge Rd., Omaha, NE 68154

Director:

Address:

Director:

Address:

**B. OFFICERS**

President: Martin P. Reagan

Address: 12700 W. Dodge Rd., Omaha, NE 68154

Vice President: Michael J. Knobbe

Address: 12700 W. Dodge Rd., Omaha, NE 68154

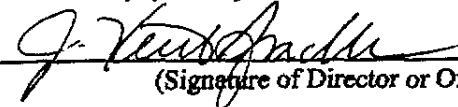
Secretary: J. Keith Spackler

Address: 12700 W. Dodge Rd., Omaha, NE 68154

Treasurer: J. Keith Spackler

Address: 12700 W. Dodge Rd., Omaha, NE 68154

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. J. KEITH SPACKLER SECRETARY/TREASURER  
(Typed or printed name and capacity of person signing application)



# IOWA

Date: 02/02/2006

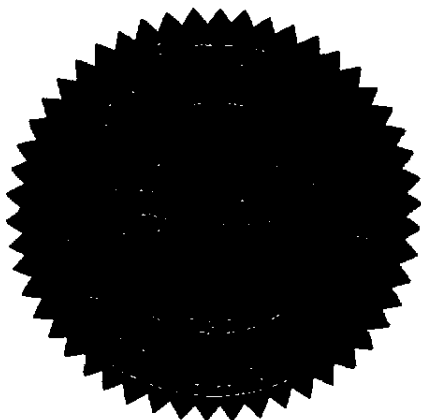
## SECRETARY OF STATE

490 DP-000176759  
AGP GRAIN, LTD  
AG PROCESSING INC  
ATTN:SHELLY L COOPER  
12700 WEST DODGE ROAD PO BOX 2047  
OMAHA, NE 681032047

### CERTIFICATE OF EXISTENCE

Name: AGP GRAIN, LTD  
Date of Incorporation: 06/29/1994  
Duration: PERPETUAL

I, CHESTER J. CULVER, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Iowa Business Corporation Act have been paid by the corporation, that the most recent biennial corporate report has been filed by the Secretary of State, and that articles of dissolution have not been filed.



CHESTER J. CULVER SECRETARY OF STATE

