

Document Number Only
F98000000695

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002422513--5
-02/05/98-01059-025
*****70.00 *****70.00

Village Farms, Inc.

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Acknowledgment
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Thanks

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Village Farms, 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. State of Delaware
(State or country under the law of which it is incorporated)
3. 22-35614
(FEI number, if applicable)
4. 12/31/97
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Village Farms, Inc.
10 Alvin Court, East Brunswick, New Jersey 08816
(Current mailing address)
8. Sale and marketing of greenhouse produce.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

VICTOR A. DUVA
Assistant Vice President

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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:

A. DIRECTORS

Chairman: _____

Address: _____

Director: _____
~~Vice Chairman:~~ Michael DeGiglio

Address: 10 Alvin Court

East Brunswick, New Jersey 08816

Director: Albert Vanzeyst

Address: 10 Alvin Court

East Brunswick, New Jersey 08816

Director: Thomas Montanti

Address: 10 Alvin Court

East Brunswick, New Jersey 08816

B. OFFICERS

President: Albert Vanzeyst

Address: 10 Alvin Court

East Brunswick, New Jersey 08816

Vice President: Laurence H. Howard

Address: 10 Alvin Court

East Brunswick, New Jersey 08816

Secretary: J. Kevin Cobb

Address: 10 Alvin Court

East Brunswick, New Jersey 08816

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Treasurer: Laurence J. Howard

Address: 10 Alvin Court

East Brunswick, New Jersey 08816

(see attachment for additional officers)

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

13. By: *Laurence Howard*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) Laurence H. Howard

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

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA

OFFICERS

NAME AND TITLE

BUSINESS ADDRESS

Michael DeGiglio,
Chief Executive Officer

10 Alvin Court
East Brunswick, NJ 08816

Thomas Montanti,
Executive Vice President

10 Alvin Court,
East Brunswick, NJ 08816

Eilene Beck

Assistant Secretary

10 Alvin Court,
East Brunswick, NJ

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VILLAGE FARMS, 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 THIRD DAY OF FEBRUARY, A.D. 1998.

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

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SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

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981042769

AUTHENTICATION:

8899775

DATE:

02-03-98