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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 995425 4320229

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70.00

ORDER DATE : October 14, 1998

ORDER TIME : 9:29 AM

ORDER NO. : 995425-005

CUSTOMER NO: 4320229

CUSTOMER: Ms. Barbara J. Toren
Kilpatrick Stockton, LLP
1100 Peachtree Street
Suite 2800
Atlanta, GA 30309

500002663325--0

FOREIGN FILINGS

NAME: ORGANIC MATTERS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

DIVISION OF CORPORATION

98 OCT 14 AM 9:50

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 14 AM 10:29

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10/14

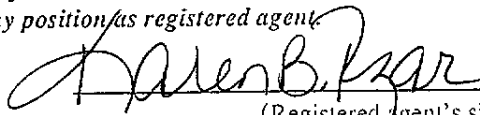
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. ORGANIC MATTERS, 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. Georgia 3. 58-2391267
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 15, 1998 5. perpetual
(Date of incorporation) (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. 871 Springdale Road, NE
Atlanta, GA 30306
(Current mailing address)
8. Recycling food byproducts into animal feed / composting services
(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: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.


(Registered agent's signature)

**Karen B. Rozar, Asst. Sec.
Corporation Service Company**

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)

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

Chairman: James B. Stevens

Address: 871 Springdale Road, NE
Atlanta, GA 30306

Vice Chairman: _____

Address: _____

Director: James B. Stevens

Address: 871 Springdale Road, NE
Atlanta, GA 30306

Director: _____

Address: _____

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

President: James B. Stevens

Address: 871 Springdale Road, NE
Atlanta, GA 30306

Vice President: Joseph Borges

Address: 6632 N.W. 150th Ave.
Morristown, FL 32668

Secretary: Joseph Borges

Address: 6632 N.W. 150th Ave.
Morristown, FL 32668

Treasurer: James B. Stevens

Address: 871 Springdale Road, NE
Atlanta, GA 30306

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

13. James B. Stevens
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sole Shareholder & Director
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
98 OCT 14 AM 10:29

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

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PRINT DATE : 10/06/1998
FORM NUMBER : 211

KILPATRICK STOCKTON LLP
ATTN: BARBARA TOREN
1100 PEACHTREE ST, STE 2800
ATLANTA GA 30309

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby
certify under the seal of my office that

**ORGANIC MATTERS, INC.
A DOMESTIC PROFIT CORPORATION**

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DIVISION OF CORPORATIONS
98 OCT 14 AM 10:29

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

