



THE UNITED STATES
CORPORATION
COMPANY

F99000004654

ACCOUNT NO. : 072100000032

REFERENCE : 366811 4302494

AUTHORIZATION :

Patricia Pizante

COST LIMIT : \$ 70.00

ORDER DATE : September 7, 1999

ORDER TIME : 10:33 AM

ORDER NO. : 366811-005

CUSTOMER NO: 4302494

500002982465--8

CUSTOMER: David Alpine, Corp Specialist
Whitman Breed Abbott & Morgan
200 Park Ave

New York, NY 10166

FOREIGN FILINGS

NAME: AMERICAN PHOSPHATE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

NR
9/9/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
99 SEP -9 AM 11:29

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -9 PM 12:46

**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. AMERICAN PHOSPHATE CORPORATION

(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. Delaware

(State or country under the law of which it is incorporated)

3. 59-3365545

(FEI number, if applicable)

4. 5/16/95

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon the filing of this application.

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Mulberry Phosphates, Inc., State Road, 60 East, Mulberry, FL 33860

(Current mailing address)

8. To engage in any lawful act or activity.

(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

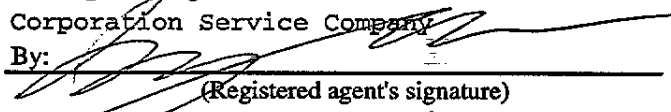
Tallahassee, Florida, 32301

(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.

Corporation Service Company

By: 

(Registered agent's signature)

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)

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DIVISION OF CORPORATIONS
99 SEP -9 PM 12:46

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

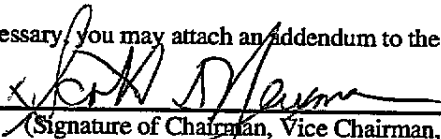
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
Vice President and
14. Scott D. Newman, Corporate Secretary
(Typed or printed name and capacity of person signing application)

SEP 14 1999
DIVISION OF CORPORATIONS
PM 12:48

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -9 PM 12:46

OFFICERS/DIRECTORS RIDER

11. Names and addresses of officers and/or directors:

A. DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Philip Rinaldi	C/o Mulberry Phosphates, Inc. State Road, 60 East, Mulberry, FL 33860
Scott D. Newman	C/o Whitman Breed Abbott & Morgan LLP 200 Park Avenue New York, NY 10166

B. OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Philip Rinaldi	C/o Mulberry Phosphates, Inc. State Road, 60 East, Mulberry, FL 33860	Chairman and President
Scott D. Newman	C/o Whitman Breed Abbott & Morgan LLP 200 Park Avenue New York, NY 10166	Vice President and Corporate Secretary

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AMERICAN PHOSPHATE CORPORATION
(Name of corporation - must include suffix)

FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
99 SEP -9 PM 12:46

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:

Scott D. Newman
(Name of Person)
Whitman Breed Abbott & Morgan LLP
(Firm/Company)
200 Park Avenue
(Address)
New York, NY 10166
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Scott D. Newman at (212) 351-3308
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

State of Delaware
Office of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -9 PH12:46

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN PHOSPHATE CORPORATION" 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 SEVENTH DAY OF SEPTEMBER, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

2507635 8300

991373138

9957892

AUTHENTICATION:

DATE:

09-07-99