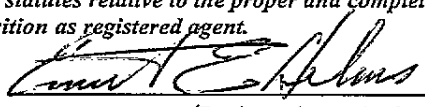


TRANSMITTAL LETTER

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**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. USAC HOLDINGS, 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. Delaware
(State or country under the law of which it is incorporated)
3. 59-3095164
(FEI number, if applicable)
4. 11/18/91
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 11/18/91 (Opened Checking Account)
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. USAC HOLDINGS, INC.
3225 State Road 630 West, Fort Meade, Florida 33841
(Current mailing address)
Oversee manufacturing activity and trading activities of it's two subsidiaries
8. U.S. Agri-Chemicals Corporation and U.S. Chem Resources, Inc.
(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: Ernest E. Helms
Office Address: 3225 State Road 630 West
Fort Meade, Florida, 33841
(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)
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: Du, KePing

Address: 3225 State Road 630 West
Fort Meade, Florida 33841

Vice Chairman: Shen XiangYuan

Address: 3225 State Road 630 West
Ft. Meade, Florida 33841

Director: Scott, Malcolm S.

Address: 3225 State Road 630 West
Ft. Meade, Florida 33841

Director: Cui, GuangQing

Address: 3225 State Road 630 West
Fort Meade, Florida 33841

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

President: Du, KePing

Address: 3225 State Road 630 West
Fort Meade, Florida 33841

Vice President: Scott, Malcolm S

Cui, GuangQing
Address: 3225 State Road 630 West
Fort Meade, Florida 33841

Secretary: Helms, Ernest E.

Address: 3225 State Road 630 West
Fort Meade, Florida 33841

~~Treasurer~~ ~~Asst. Finance Manager:~~ Mao, GuoTu

Address: 3225 State Road 630 West
Fort Meade, Florida 33841

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

13. Shen XiangYuan
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. XiangYuan Shen, Vice Chairman
(Typed or printed name and capacity of person signing application)

Addendum of Additional Directors

USAC Holdings Inc.

Helms, Ernest E.
3225 State Road 630 West
Ft. Meade, Florida 33841

Wang, KeQiang
3225 State Road 630 West
Ft. Meade, Florida 33841

Chen, GuoGang
3225 State Road 630 West
Ft. Meade, Florida 33841

Wang HongJun
3225 State Road 630 West
Ft. Meade, Florida 33841

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SECURITY
FALLING

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USAC HOLDINGS, 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 TWENTY-SIXTH DAY OF JUNE, A.D. 2000.

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JUN 27 11 57 AM '00
JUN 27 11 57 AM '00



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0523158
DATE: 06-26-00