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FOREIGN PROFIT QUALIFICATION

Mississippi Nitrogen, Inc.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

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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. Mississippi Nitrogen, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware

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

3. 64-0354930

(FEI number, if applicable)

4. 06/26/1997

(Date of incorporation)

5. Perpetual

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

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3622 Highway 49 East, Yazoo City, MS 39194

(Principal office address)

P. O. Box 1851 Yazoo City, MS 39194

(Current mailing address)

8. manufacture agricultural and industrial products

(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: CT Corporation System

Office Address: c/o CT Corporation System, 1200 South Pine Island

Plantation, Florida 33324

(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.

CT Corporation System

By: 

(Registered agent's signature)

J.L. Miles-Asst. Secy.

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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A. DIRECTORS SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: Timothy A. DawsonAddress: 3622 Highway 49 EastYazoo City, MS 39194Director: Robert E. JonesAddress: 3622 Highway 49 EastYazoo City, MS 39194**B. OFFICERS SEE ATTACHMENT**President: Larry W. HolleyAddress: 3622 Highway 49 EastYazoo City, MS 39194Vice President: Timothy A. DawsonAddress: 3622 Highway 49 EastYazoo City, MS 39194Secretary: Ethel TrulyAddress: 3622 Highway 49 East Yazoo City, MS 39194

Treasurer: _____

Address: _____

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

13. Timothy A. Dawson
(Signature of Director or Officer listed in number 12 of the application)14. Timothy A. Dawson, Vice President
(Typed or printed name and capacity of person signing application)

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Attachment to Florida

Officers & Directors

-
- | | | |
|------|-------------------|------------------------|
| 1. | Full Name: | Larry W. Holley |
| | Officer/Director: | Officer |
| | Officer's Title: | President |
| | Business Address: | 3622 Highway 49 East |
| | City: | Yazoo City |
| | State: | MS |
| | ZIP Code: | 39194 |
|
 | | |
| 2. | Full Name: | Timothy A. Dawson |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Vice President |
| | Director's Title: | Other Director |
| | Business Address: | 3622 Highway 49 East |
| | City: | Yazoo City |
| | State: | MS |
| | ZIP Code: | 39194 |
|
 | | |
| 3. | Full Name: | Joe A. Ewing |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President |
| | Business Address: | 3622 Highway 49 East |
| | City: | Yazoo City |
| | State: | MS |
| | ZIP Code: | 39194 |
|
 | | |
| 4. | Full Name: | John M. Flynt |
| | Officer/Director: | Officer |
| | Officer's Title: | Gen. Csl., Asst. Secy. |
| | Business Address: | 3622 Highway 49 East |
| | City: | Yazoo City |
| | State: | MS |
| | ZIP Code: | 39194 |
|
 | | |
| 5. | Full Name: | Ethel Truly |
| | Officer/Director: | Officer |
| | Officer's Title: | Secretary |
| | Business Address: | 3622 Highway 49 East |
| | City: | Yazoo City |
| | State: | MS |
| | ZIP Code: | 39194 |
|
 | | |
| 6. | Full Name: | C. E. McCraw |
| | Officer/Director: | Director |
| | Officer's Title: | |
| | Director's Title: | Other Director |
| | Business Address: | 3622 Highway 49 East |
| | City: | Yazoo City |
| | State: | MS |
| | ZIP Code: | 39194 |

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MISSISSIPPI NITROGEN, 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 NINETEENTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

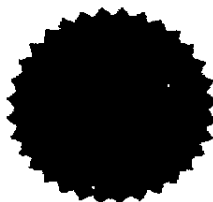
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3060721

DATE: 04-19-04