

F08000001133

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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2008 MAR 11 A 7:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 14 2008
D. A. WHITE

March 10, 2008

Florida Department of State
Division of Corporations
New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

To whom may concern:

Attached please find our application request by a Foreign Corporation, in order to perform business in Florida.

I am also including and original signed copy of our Business registration; in Geneva, Switzerland were we are incorporated.

Once certificate is issued please mail the same to the following address:

3712 W. Wisconsin Ave.
Apt 202
Tampa, FL 33611

Please let contact me if you should have any questions. .

Thank you.



Joanne Ayala
Indagro SA
2902 W. Bay to Bay Blvd.
Suite 306
Tampa, FL 33629
Ph: +1 813-805-7808 Fax: +1 212-500-0002
Mob: +1 813-300-2012
email: jayala@indagro.com

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: INDAGRO S.A.
(Name of corporation - must include suffix)

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:

JAMES T. ORTIZ
(Name of Person)
INDAGRO S.A.
(Firm/Company)
2909 W. BAY TO BAY BLVD., SUITE 306
(Address)
TAMPA, FL 33629
(City/State and Zip code)

For further information concerning this matter, please call:

JAMES T. ORTIZ at () 813 254 4749
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2008

JAMES T. ORTIZ
INDAGRO S.A.
2909 W BAY TO BAY BLVD, SUITE 306
TAMPA, FL 33629

SUBJECT: INDAGRO S.A.
Ref. Number: W08000013197

We have received your document for INDAGRO S.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II

Letter Number: 808A00015363

**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. INDAGRO S.A. Co.
(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. SWITZERLAND 3. FR 1640 1245 998
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1981 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 14-16, CHEMIN DE NORMANDIE, CH 1206 GENEVA, SWITZERLAND
(Principal office address)

2909 W. BAY TO BAY BLVD., SUITE 306, TAMPA, FLORIDA FL 33629, U.S.A.
(Current mailing address)

8. RAW MATERIAL TRADING & CONSULTING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

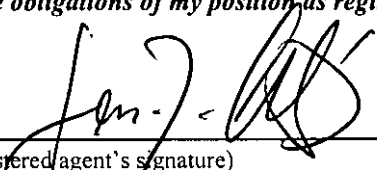
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: JAMES T. ORTIZ

Office Address: 2909 W. BAY TO BAY BLVD., SUITE 306
TAMPA, Florida FL 33629
(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.



(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: GIOVANNI DEL CONTE

Address: SET USTU INEBOLU SOKAK, SUMBUL KONAK APT No. 69/2
KABATAS, 34427 ISTANBUL, TURKEY

Vice Chairman: _____

Address: _____

Director: ANDREAS KYM

Address: 8 ROUTE MOLLIE - MARGOT
1000 LAUSANNE, SWITZERLAND

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: GIOVANNI DEL CONTE

Address: SET USTU INEBOLU SOKAK, SUMBUL KONAK APT. No. 69/2
KABATAS, 34427 ISTANBUL, TURKEY

Vice President: _____

Address: _____

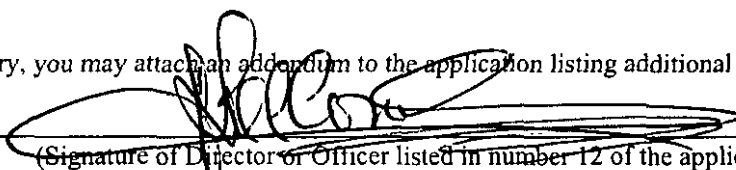
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. GIOVANNI DEL CONTE - PRESIDENT
(Typed or printed name and capacity of person signing application)

Excerpt with possible cancellations

EXCERPT FROM THE REGISTER

Carried over from January 2008, March 11 A 7:47

Reference number: 00447/1981

Federal number: CH-660-0028981-2

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INDAGRO SA

Registered on January 19th, 1981

Stock company

Ref.	Business name	
1	Chemitrans SA	
7	INDAGRO SA	
	Registered Office in	
1	Meyrin	
2	Geneva	
	Address	
1	route de Pré-Bois 20	
2	chemin de Normandie 14-16	
	Date of the By-laws	
1	27.01.1994 (last modification)	7. 28.07.1998
2	02.02.1995 (last modification)	8. 09.05.2000
3	04.04.1995	9. 13.12.2001
5	15.05.1996 (new by-laws)	10. 14.08.2002
6	03.12.1996	12. 09.12.2003
	Object, Observations	
1	<u>Object:</u> International trade of chemical products and raw materials. The Company is not involved in any activity in Switzerland, except for what is necessary to its management.	
1	<u>Management:</u> 1 or several members	
	Advertiser	
1	FOSC (Translator's note: Swiss Official Trade Journal)	

Ref.	Share Capital: (Translator's note: SF = Swiss Francs)		
	Nominal	Paid-up	Shares
1	400.000 SF	400.000 SF	400 bearer shares of 1.000 SF each
3	600.000 SF	600.000 SF	600 bearer shares of 1.000 SF each
5	800.000 SF	800.000 SF	800 bearer shares of 1.000 SF each
6	1.000.000 SF	1.000.000 SF	1.000 bearer shares of 1.000 SF each
7	2.000.000 SF	2.000.000 SF	2.000 bearer shares of 1.000 SF each
8	3.000.000 SF	3.000.000 SF	3.000 bearer shares of 1.000 SF each
9	3.500.000 SF	3.300.000 SF	3.500 bearer shares of 1.000 SF each
10	5.600.000 SF	5.400.000 SF	5.600 bearer shares of 1.000 SF each
12	6.300.000 SF	6.300.000 SF	6.300 bearer shares of 1.000 SF each

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

i. Pays: Suisse

Le présent acte public

2. a été signé par M. M.-F. SPIELMANN3. agissant en qualité de fonctionnaire4. est revêtu du sceau/timbre de Etatde l'Institut

Attesté

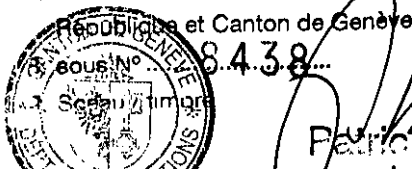
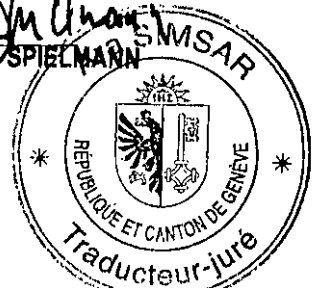
5. à Genève

6. le 22.FEV.2008

Le Département des Institutions certifie

que M. A. SIMSAR

est traducteur-juré

22.FEV.2008
M. M.-F. SPIELMANN
Marie-France SPIELMANN


Patrick MULLER



REGISTRE DU COMMERCE DE GENÈVE

Extrait avec éventuelles radiations

EXTRAIT DU REGISTRE
Report du 12 janvier 1995
No réf. 00447/1981
N° féd. CH-660-0028981-2

INDAGRO SA

inscrite le 19 janvier 1981
Société anonyme

Réf.	Raison Sociale			
1	Chemitrans SA-			
7	INDAGRO SA			
Siège				
1	Meyrin			
2	Genève			
Adresse				
1	route de Pré Bois 20			
2	chemin de Normandie 14-16			
Dates des Statuts				
1	27.01.1994 (dern. mod.)	7	28.07.1998	
2	02.02.1995 (dern. mod.)	8	09.05.2000	
3	04.04.1995	9	13.12.2001	
5	15.05.1996 (nouv. stat.)	10	14.08.2002	
6	03.12.1996	12	09.12.2003	
But, Observations				
1	<u>But:</u> commerce international de produits chimiques et de matières premières. La société n'exerce aucune activité en Suisse, sauf toutefois celle nécessaire à son administration.			
1	<u>Administration:</u> 1 ou plusieurs membres			
Organe de publication				
1	FOSC			

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TALLAHASSEE, FLORIDA

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2008 MAR 10 A 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Réf.	Capital-actions		
	Nominal	Libéré	Actions
1	CHF 400'000	CHF 400'000	400 actions de CHF 1'000, au porteur
3	CHF 600'000	CHF 600'000	600 actions de CHF 1'000, au porteur
5	CHF 800'000	CHF 800'000	800 actions de CHF 1'000, au porteur
6	CHF 1'000'000	CHF 1'000'000	1'000 actions de CHF 1'000, au porteur
7	CHF 2'000'000	CHF 2'000'000	2'000 actions de CHF 1'000, au porteur
8	CHF 3'000'000	CHF 3'000'000	3'000 actions de CHF 1'000, au porteur
9	CHF 3'500'000	CHF 3'300'000	3'500 actions de CHF 1'000, au porteur
10	CHF 5'600'000	CHF 5'400'000	5'600 actions de CHF 1'000, au porteur
12	CHF 6'300'000	CHF 6'300'000	6'300 actions de CHF 1'000, au porteur

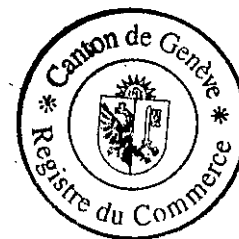
Réf.			Administration, organe de révision et personnes ayant qualité pour signer		
Inscr.	Mod.	Rad.	Nom (et Prénoms, Origine, Domicile)	Fonctions	Mode Signature
1			Del Conte Giovanni, d'Italie, à Istanbul, TR	adm. président	signature individuelle

Réf.			Administration, organe de révision et personnes ayant qualité pour signer		
Inscr.	Mod.	Rad.	Nom et Prénoms, Origine, Domicile	Fonctions	Mode Signature
1		13	Bétemps Marc, de Genève, à Veyrier	adm.	signature individuelle
1		6	Karam Joseph, de Saint-Aubin, à Denens	adm.	signature individuelle
4		m 11	"Deloitte & Touche Expert SA", succursale à Meyrin	organe de révision	
6			Kym Andreas, de Berlingen, à Lausanne	adm.	signature individuelle
	11	m.15	DELOITTE & TOUCHE SA, succursale à Meyrin	organe de révision	
14			Del Conte Alessandro, d'Italie, à Chêne-Bougeries	adm.	signature individuelle
	15		Deloitte SA, succursale à Meyrin	organe de révision	

Réf.		JOURNAL		PUBLICATION FOSC		Réf.		JOURNAL		PUBLICATION FOSC	
		Numéro	Date	Date	Page/Id			Numéro	Date	Date	Page/Id
0			report			1		1534	08.02.1994	21.02.1994	997
2		3529	29.03.1995	11.04.1995	2003	3		3920	11.04.1995	25.04.1995	2258
4		10432	10.11.1995	21.11.1995	6366	5		4909	22.05.1996	05.06.1996	3298
6		11620	09.12.1996	23.12.1996	7971	7		9057	05.08.1998	11.08.1998	5550
8		5427	15.05.2000	19.05.2000	3406	9		14211	19.12.2001	27.12.2001	10214
10		8550	16.08.2002	22.08.2002	5	11		1399	03.02.2003	07.02.2003	7/0851968
12		14376	12.12.2003	18.12.2003	8	13		10852	16.09.2004	22.09.2004	6/2461556
14		2024	15.02.2005	21.02.2005	7/2711080	15		4791	06.04.2006	12.04.2006	9/3331832

Genève, le 13 février 2008

Copie certifiée conforme
13 FEV. 2008
Le préposé par délégation



Fin de l'extrait

Seul un extrait certifié conforme, signé et muni du sceau du registre, a une valeur légale.

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Pays: Suisse

Le présent acte public

2. a été signé par M. T. Hepp.

3. agissant en qualité de préposé

4. est revêtu du sceau/timbre de Registre du Commerce, Canton de Genève

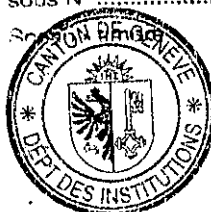
Attesté 25 FEV. 2008

5. à Genève

6. le

République et Canton de Genève

3. sous N°



10. Signature

Marie-France SPIELMANN

Ref.			Management, Auditors and Authorized Signatures		
Inscr.	Mod.	Rad.	Name and Given Names, Origin, Domicile	Office	Type of Signature
1			Del Conte Giovanni, of Italy, in Istanbul, TR	Director	Individual signature
1		13	Bétemps Marc, of Geneva, in Veyrier	Director	Individual signature
1		6	Karam Joseph, of Saint-Aubin, in Denens	Director	Individual signature
4		m 11	"Deloitte & Touche Expert SA", Meyrin branch office	Auditor	
6			Kym Andreas, of Berlingen, in Lausanne	Director	Individual signature
	11	m 15	DELOITTE & TOUCHE SA, Meyrin branch office	Auditor	
14			Del Conte Alessandro, of Italy, in Chêne-Bougeries	Director	Individual signature
	15		Deloitte SA, Meyrin branch office	Auditor	

Ref.	PAPER		PUBLICATION IN FOSC	
	Number	Date	Date	Page
0	carried over			
1	1534	08.02.1994	21.02.1994	997
2	3529	29.03.1995	11.04.1995	2003
3	3920	11.04.1995	25.04.1995	2258
4	10432	10.11.1995	21.11.1995	6366
5	4909	22.05.1996	05.06.1996	3298
6	11620	09.12.1996	23.12.1996	7971
7	9057	05.08.1998	11.08.1998	5550
8	5427	15.05.2000	19.05.2000	3406
9	14211	19.12.2001	27.12.2001	10214
10	8550	16.08.2002	22.08.2002	5
11	1399	03.02.2003	07.02.2003	7
12	14376	12.12.2003	18.12.2003	8
13	10852	16.09.2004	22.09.2004	6
14	2024	15.02.2005	21.02.2005	7
15	4791	06.04.2006	12.04.2006	9

Geneva, February 13th, 2008 (*Seal of the Trade Register, Canton of Geneva*)

Certified true copy
February 13 th , 2008
Acting Official in charge (Signature)

End of the excerpt. Only a certified true copy, signed and bearing the seal of the Register is legally valid.

CERTIFIED TRUE TRANSLATION FROM FRENCH

A. SIMSAR

SWORN TRANSLATOR

58, rue de la Terrassière CH-1207 Geneva

Tel. / Fax : 022 700 36 85

E-mail : asimsar@worldcom.ch

Geneva, February 15th, 2008

[Handwritten signature]

