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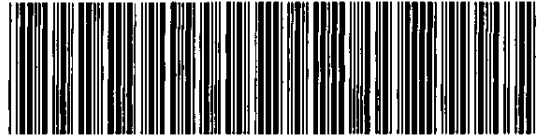
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TALLAHASSEE, FLORIDA

4-8-10

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April 8, 2010

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Via Facsimile No. (850) 245-6804

Ms. Wanda Cunningham
Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Timac Agro USA, Inc./Timac Agro USA, LLC

Dear Ms. Cunningham:

The purpose of this letter is to confirm the following:

- (a) Timac Agro USA, LLC was dissolved effective March 19, 2010.
- (b) Timac Agro USA, Inc. is the sole member of Timac Agro USA, LLC and no other person had any equity interest in Timac Agro USA, LLC.
- (c) Timac Agro USA, LLC hereby confirms that it is permanently and irrevocably revoking its right to use the name Timac Agro USA.

In the event that you need any additional information, please do not hesitate to contact me.

With kind regards.

Sincerely,


Theodore L. Brubaker

TLB/beb/00580297.1

cc: Mr. Michael Snyder
Sara Lewis, Paralegal

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TALLAHASSEE, FLORIDA

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April 1, 2010

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

Via Federal Express

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2010 APR -5 P 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Timac Agro USA, Inc.

Dear Sir/Madam:

Enclosed for filing with the Florida Department of State, please find the Application by Foreign Corporation for Authorization to Transact Business in Florida for Timac Agro USA, Inc. (the "Application") (in duplicate), along with the Cover Letter, Good Standing Certificate from the Pennsylvania Department of State, a check the amount of \$70.00 representing the filing fee, and a check in the amount of \$950.00 representing the civil penalty and annual report fees with regard to this matter.

Please time-stamp the duplicate copy of the Application and return to my attention using the enclosed return envelope. Please return confirmation of the filing to our office at your earliest convenience.

I appreciate your prompt attention with regard to this matter. If you have any questions, please feel free to contact either Ted Brubaker or me.

Sincerely,



Sara Lewis,
Paralegal

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Enclosures

cc: Mr. Alain Fortier
Mr. Michael Snyder
Theodore L. Brubaker, Esquire

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2000 APR -5 P 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Timac Agro USA, Inc.

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," or "Certificate of Good Standing" 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:

Theodore L. Brubaker, Esquire

Name of Person

Hartman Underhill & Brubaker LLP

Firm/Company

221 East Chestnut Street

Address

Lancaster, PA 17602

City/State and Zip code

tedb@hublaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Theodore L. Brubaker, Esquire

Name of Person

at (717) 299-7254

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:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
|--|--|---|---|

**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. Timac Agro USA, Inc.

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

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

2. Pennsylvania

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

3. 23-3013181

(FEI number, if applicable)

4. August 31, 1999

(Date of incorporation)

5. Perpetual

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

6. March 31, 2007

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

7. Rt. 724 & I-176, P.O. Box 888, Reading, PA 19607

(Principal office address)

Rt. 724 & I-176, P.O. Box 888, Reading, PA 19607

(Current mailing address)

8. Safe of fertilizers and other related agricultural products and related activities.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, 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.

Judith Reyes
Asst. Secretary


(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.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Hubert de Roquefeuil

Address: Rt. 724 & I-176, P.O. Box 888
Reading, PA 19607

Director: _____

Address: _____

B. OFFICERS

President: Hubert de Roquefeuil

Address: Rt. 724 & I-176, P.O. Box 888, Reading, PA 19607

Vice President: Marc Bouvry

Address: Rt. 724 & I-176, P.O. Box 888, Reading, PA 19607

Secretary: Alain Fortier

Address: Rt. 724 & I-176, P.O. Box 888, Reading, PA 19607

Treasurer: Alain Fortier

Address: Rt. 724 & I-176, P.O. Box 888, Reading, PA 19607

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. Alain Fortier, Secretary and Treasurer

(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MARCH 24, 2010

TO ALL WHOM THESE PRESENTS SHALL COME, GREETINGS

2010 APR -5 P 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

I DO HEREBY CERTIFY THAT,

TIMAC AGRO USA, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Cortes

Secretary of the Commonwealth