

**F12000002886**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
Phone : (850) 521-0821  
Fax Number : (850) 558-1515

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**FOREIGN PROFIT/NONPROFIT CORPORATION  
AGRIFOS HOLDINGS INC.**


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Becky Peirce  
Customer Service Specialist  
Corporation Service Company  
1-800-927-9801 Ext. 2919  
[www.cscglobal.com](http://www.cscglobal.com)

 Description: Description:  
Description: Description:

**CSC recently launched the new CSCDashboard and CSCNavigator, the unified legal and compliance solution. Review our step-by-step instructions to help you reach the CSC services you use every day.**

**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. Agrifos Holdings 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. 26-3915461

(FEI number, if applicable)

4. December 22, 2008

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability).  
c/o Agrifos Holdings Inc., 100 South Pointe Drive

7. Miami Beach, FL 33139

(Principal office address)

100 South Pointe Drive, Miami Beach, FL 33139

(Current mailing address)

Holding company To engage in any act or activity for which corporations may be organized.

## 8. \_\_\_\_\_

(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, Florida 32301

(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.*

Corporation Service Company

By: John H. Pelletier

(Registered agent's signature)

JOHN H. PELLETIER

ASST. VICE PRESIDENT

Assistant Vice President

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

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

**A. DIRECTORS**Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**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. Margaret R. Smith

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Margaret R. Smith, Vice President

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

**OFFICERS/DIRECTORS RIDER**

FL-Application by Foreign Corporation for Authorization

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AGRICULTURAL HOLDINGS INC.  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**List of Officers**

**Name:** Farouk Chaouni **Title:** Chairman  
**Bus. Addr.:** 100 South Pointe Drive, Miami Beach, FL 33139

**Name:** Timothy Cotton **Title:** Vice Chairman  
**Bus. Addr.:** 100 South Pointe Drive, Miami Beach, FL 33139

**Name:** Margaret R. Smith **Title:** Vice President/Secretary  
**Bus. Addr.:** 871 Traditions Drive, Chattanooga, TN 37415

**List of Directors**

**Name:** Farouk Chaouni **Term:** Dec 31, 2013  
**Bus. Addr.:** 100 South Pointe Drive, Miami Beach, FL 33139

**Name:** Timothy Cotton **Term:** Dec 31, 2013  
**Bus. Addr.:** 100 South Pointe Drive, Miami Beach, FL 33139

**Name:** Margaret R. Smith **Term:** Dec 31, 2013  
**Bus. Addr.:** 871 Traditions Drive, Chattanooga, TN 37415

# Delaware

*The First State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGRIFOS 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 TENTH DAY OF JULY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AGRIFOS HOLDINGS INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2008.

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


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

4636857 8300

120819370

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9697717

DATE: 07-10-12