

F9500000089

Grove Capital Group, Inc.

Suite 600
800 Laurel Oak Drive
Naples, Florida 33963
Telephone (813) 592-7070
Facsimile (813) 592-7725

December 2, 1994

Qualification and Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
***+20,000 ***+20,000

994-25966

Re: Application by Foreign Corporation for Authorization
to Transact Business in Florida for AgGuard, Inc.

Dear Reader:

Enclosed you will find a fully completed Application by Foreign Corporation for Authorization to Transact Business in Florida, which is being submitted by AgGuard, Inc., and a check in the amount of \$70.00 covering your fees. Also enclosed is a copy AgGuard's certificate of status issued by the State of Delaware.

Please forward the acknowledgment to me at the address above. If you should have any questions regarding this filing, please contact me at the above telephone number.

Very truly yours,

GROVE CAPITAL GROUP, INC.

Jan Basarich

Jan Basarich
Executive Assistant

/jb
encl.

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
95 JAN - 6 AM 10: 29

mtm



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 6, 1994

GROVE CAPITAL GROUP, INC.
800 LAUREL OAK DRIVE
STE 600
NAPLES, FL 33963

SUBJECT: AGGUARD, INC.
Ref. Number: W94000025966

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
53 JAN -6 AM 10:29

We have received your document for AGGUARD, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

A photocopy of the certificate of existence is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 394A00051972

**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. AcGuard, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. November 3, 1994 4. perpetual
(Date of Incorporation) (Duration)
5. applied for and not yet issued by Atlanta IRS office
(Federal Employer Identification number, if applicable)
6. 1-3-95
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. Suite 330A, 6355 Metro West Blvd., Orlando, FL 32835
(Current mailing address)
8. sale of environmental products for use in agriculture
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: N/A
Address: _____

Vice Chairman: N/A
Address: _____

Director: Jerv E. Barton
Address: Suite 300, 800 Laurel Oak Dr., Naples, FL 33963

Director: Tom M. High
Address: Suite 300, 800 Laurel Oak Dr., Naples, FL 33963

B. Officers:

President: Thomas A. George
Address: Suite 330A - 6355 Metro West Blvd.
Orlando, FL 32835

Vice President: _____
Address: _____

Secretary: Jerry E. Barton
Address: Suite 300 - 800 Laurel Oak Drive
Naples, FL 33963

Treasurer: Tom M. High
Address: Suite 300 - 800 Laurel Oak Drive
Naples, FL 33963

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Thomas A. George
Office Address: Suite 330A - 6355 Metro West Boulevard
Orlando, Florida 32835
Zip Code

11. 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: _____

12. 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.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

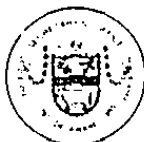
14. Thomas A. George, President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGGUARD, 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 SIXTEENTH DAY OF DECEMBER, A.D. 1994.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -6 AM 10:29





Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE

7341914

12-16-94