

F95000004637

TO: Qualification/Tax Lien Section
Division of Corporations

400001584144
-09/14/95--01008--001
*****70.00 *****70.00

SUBJECT: AGRIPRODUCTS INCORPORATED
(Name of corporation - must include suffix)

W95-18509

9-25

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:

THOMAS A. DONALDSON

(Name of Person)

AGRIPRODUCTS INCORPORATED

(Firm/Company)

2629 McCormick Drive

(Address)

Clearwater, FL 34619

(City/State/Zip)

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SEP 27 PM 4:30

Should you need to call someone concerning this matter, please call:

JEROME B. SMITH

(Name of Person)

at (818) 344-9900

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 14, 1995

THOMAS A. DONALDSON
AGRIPRODUCTS INCORPORATED
2629 MCCORMICK DR
CLEARWATER, FL 34619

SUBJECT: AGRIPRODUCTS INCORPORATED
Ref. Number: W95000018509

We have received your document for AGRIPRODUCTS INCORPORATED and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 195A00042308

RESOLUTION OF BOARD OF DIRECTORS

OF

AGRIPRODUCTS INCORPORATED

I, the undersigned, THOMAS A. DONALDSON, do hereby certify that this Resolution of the Board of Directors of AGRIPRODUCTS INCORPORATED, a corporation duly organized and existing under the laws of the State of Nevada, was duly adopted on September 19, 1995.

RESOLVED, that AGRIPRODUCTS INCORPORATED, organized and existing in the State of Nevada, hereby adopts the name AGRIGUMS INCORPORATED for use in Florida.

Dated: September 20, 1995



THOMAS A. DONALDSON, Director

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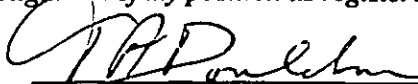
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**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. AGRIPRODUCTS INCORPORATED
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Nevada
(State or country under the law of which it is incorporated)
3. 59-3330290
(FEI number, if applicable)
4. August 4, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2629 McCormick Drive
Clearwater, FL 34619
(Current mailing address)
8. Any lawful activity
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: THOMAS A. DONALDSON
Office Address: 2629 McCormick Drive
Clearwater, Florida, 34619
(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.


THOMAS A. DONALDSON (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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

DIRECTOR:

~~Chairman~~ MICHEL G. HADDAD

Address: 2629 McCormick Drive, Clearwater, FL 34619

DIRECTOR:

~~Vice Chairman~~ ANTOINE G. HADDAD

Address: 2629 McCormick Drive, Clearwater, FL 34619

Director: THOMAS A. DONALDSON

Address: 2629 McCormick Drive, Clearwater, FL 34619

Director: GABRIEL G. HADDAD

Address: 2629 McCormick Drive, Clearwater, FL 34619

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: THOMAS A. DONALDSON

Address: 2629 McCormick Drive, Clearwater, FL 34619

Vice President: N/A

Address:

Secretary: JEROME B. SMITH

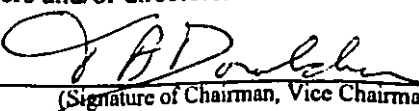
Address: 6345 Balboa Boulevard, Suite 330, Encino, CA 91316

Treasurer: THOMAS A. DONALDSON

Address: 2629 McCormick Drive, Clearwater, FL 34619

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

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

THOMAS A. DONALDSON, President

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

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ADDENDUM TO APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

12. Names and addresses of officers and/or directors

A. Director: Antoine G. Haddad

Address: 2629 McCormick Drive, Clearwater, FL 34619

Director: Satomi Tsuchibe

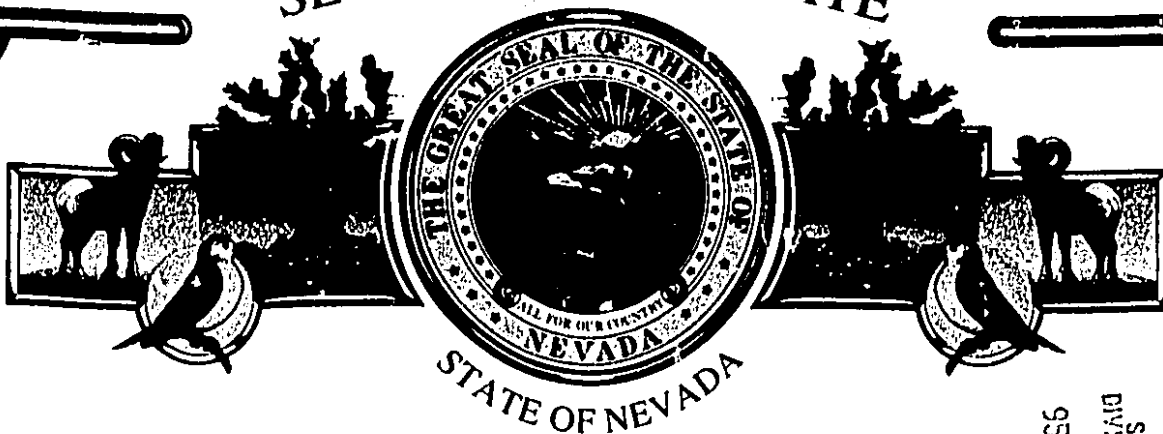
Address: 2629 McCormick Drive, Clearwater, FL 34619

Director: Ronald G. Udell

Address: 500 Citadel Drive, Suite 120, Los Angeles, CA 90040

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CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **AGRIPRODUCTS INCORPORATED** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 21st day of August, 1995.

Dean Heller

Secretary of State

By

Erin Gater

Certification Clerk