

1300 HAYS STREET
MILWAUKEE, WI 53202
F96000003580



PRIORITIZED LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 0721000000032

REFERENCE : 019337 4611910

AUTHORIZATION : *Patricia Pizzit*

COST LIMIT : \$ 70.00

ORDER DATE : July 15, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 019337

CUSTOMER NO: 4611910

700001894867

CUSTOMER: Scott E. Fiducci, Esq
DAVIS & KUELTHAU

Suite 1400
111 East Kilburn Street
Milwaukee, WI 53202

DOMESTIC FILING

NAME: PINELLAS COUNTY FERTILIZER
COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 16 PM 2:01

RECEIVED
96 JUL 16 AM 11:17
DIVISION OF CORPORATIONS

**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. ERM Management, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or
"CORPORATION" or words or abbreviations to 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. July 3, 1996
(Date of Incorporation)
4. Perpetual
(Duration)
5. Applied for
(Federal Employer identification number, if applicable)
6. Upon qualification
(Date first transacted business in Florida. See sections
607.1501, 607.1502, and 817.155, F.S.)
7. 2665 South Bay Shore Drive, Suite 1101, Coconut Grove, FL 33133
(Current Mailing Address)
8. Money Management
(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: Edmund R. Miller

Address: 2665 South Bay Shore Drive, Suite 1101
Coconut Grove, Florida 33133

Vice Chairman: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 16 PM 2:01

Director:

Address:

Director:

Address:

A. OFFICERS:

President:

Address:

Edmund R. Miller

2665 South Bay Shore Drive, Suite 1101

Coconut Grove, Florida 33133

Vice President:

Address

Secretary:

Address:

Carmen Howell

2665 South Bay Shore Drive, Suite 1101

Coconut Grove, Florida 33133

Treasurer:

Address:

(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: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Nays Street
Tallahassee Florida 32301
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: *Vicki Schreiber*
for THE PRENTICE-HALL CORPORATION
SYSTEM, INC.
Vicki Schreiber, Asst. Vice President

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. *Edmund R. Miller*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

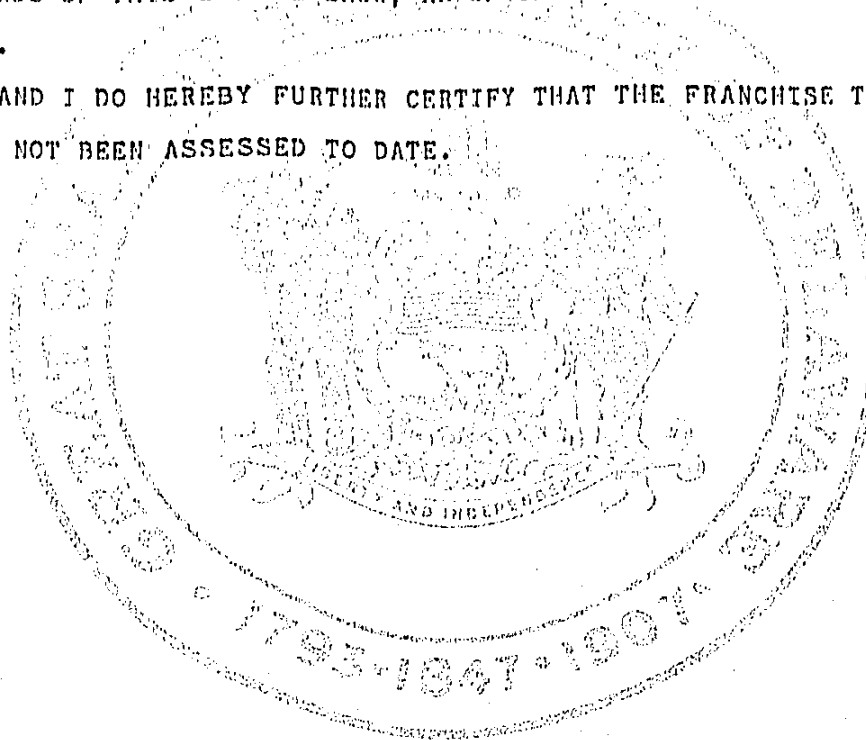
14. Edmund R. Miller - President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERM MANAGEMENT, 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 FIFTH DAY OF JULY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 16 PM 2:01



Edward J. Freel

Edward J. Freel, Secretary of State

2640634 8300

960197023

AUTHENTICATION:

8015932

DATE:

07-05-96