



THE UNITED STATES
CORPORATION
COMPANY

97000006905

ACCOUNT NO. : 072100000032

REFERENCE : 598265 4326591

AUTHORIZATION

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : November 12, 1997

ORDER TIME : 10:01 AM

ORDER NO. : 598265-005

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CUSTOMER NO: 4326591

CUSTOMER: Amy Eckard, Legal Assistant
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

WA7-26072

FOREIGN FILINGS

NAME: ALFRED C. TOEPFER INT'L, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

DIVISION OF CORPORATION

97 NOV 18 AM 11:53

RECEIVED

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

WC
12/30



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RESUBN

November 18, 1997

CSC

Please give original
submission date as file

SUBJECT: ALFRED C. TOEPFER INTERNATIONAL, INC.
Ref. Number: W97000026072

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name listed in number one of the application must be identical to the name listed in the certificate of existence. — *Kept by State*.

Janice M. Fader is not listed as an officer or director of the corporation. Only an officer or director listed in section 12 of the application may sign on line 13.

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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 997A00055304

DEC 30 1997
CORPORATION
97 DEC 30 AM 10:52

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION 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. Alfred C. Toepfer International, 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. New York
(State or country under the law of which it is incorporated)

3. 3-20-50
(Date of incorporation)

4. Perpetual
(Duration)

5. 13-5557875
(Federal Employer Identification Number, if applicable)

6. April, 1997
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 8300 Norman Center Drive, Suite 1180, Bloomington, MN 55437 9
(Current mailing address)

8. Trading Fertilizer
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Name and street address of Florida registered agent:

Name: Janice Fader
Office Address: 6101 Port Tampa Drive
Tampa, FL 33616

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.

Registered agent's signature: Jarvis M. Sader

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

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

Chairman: Juergen Stephan
Address: P.O. Box 106120 Ferdinandstrasse 5
20095 Hamburg 1, Germany

Vice Chairman: N/A
Address: _____

Director: Jean-Denis Hinkel
Address: 8300 Norman Center Drive, Suite 1180
Bloomington, MN 55437

Director: Hans-Peter Baumgarten
Address: Ferdinandstrasse 5
20095 Hamburg 1, Germany

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

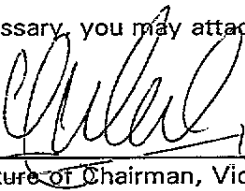
EV President: Jean-Denis Hinkel
Address: 8300 Norman Center Drive, Suite 1180
Bloomington, MN 55437

Vice President: Klaus Neitzel
Address: 8300 Norman Center Drive, Suite 1180
Bloomington, MN 55437

Secretary: Anthony C. Kahn
Address: 200 Park Avenue
New York, NY 10166

Treasurer: Jean-Denis Hinkel
Address: 8300 Norman Center Drive, Suite 1180
Bloomington, MN 55437

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

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

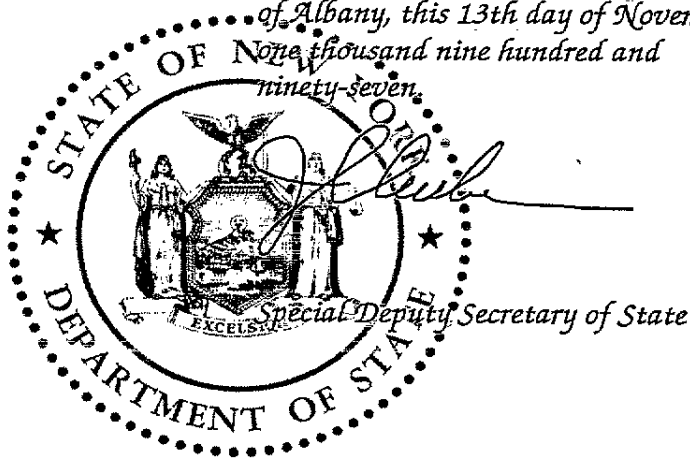
14. Jean-Denis Hinkel Exec-Vice President
(Name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of ALFRED C. TOEPFER INTERNATIONAL, INC. was filed on 03/20/1950, under the name of ALFRED C. TOEPFER, INCORPORATED, fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment ALFRED C. TOEPFER, INCORPORATED, changing name to ALFRED C. TOEPFER INTERNATIONAL, INC., was filed 12/28/1979.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 13th day of November
None thousand nine hundred and
ninety-seven.



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