



THE UNITED STATES CORPORATION COMPANY

F98000002531

ACCOUNT NO. : 072100000032

REFERENCE : 803819 4302494

AUTHORIZATION :

Patricia Kyzar

COST LIMIT : \$ 90.00 122.50

ORDER DATE : May 1, 1998

ORDER TIME : 11:17 AM

ORDER NO. : 803819-005

100002509721--2

CUSTOMER NO: 4302494

CUSTOMER: David Alpine, Corp Specialist  
Whitman Breed Abbott & Morgan  
200 Park Ave

New York, NY 10166

FOREIGN FILINGS

NAME: WINGATE LAND CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- ~~XX~~ PLAIN STAMPED COPY
- \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

DIVISION OF CORPORATION

98 MAY -4 PM 1:54

RECEIVED

05/4

98 MAY -4 PM 3:20

FILED SECRETARY OF STATE DIVISION OF CORPORATION

**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 TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:*

1. Wingate Land Corporation  
(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. State of Delaware  
(State or country under the law of which it is incorporated)
3. 59-3506298  
(FEI number, if applicable)
  
4. April 13, 1998  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
  
6. Upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
  
7. Highway 60 East  
Mulberry, Florida 33860  
(Current mailing address)
  
8. Land holding company  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

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**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: Gael Shealy  
(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)**

Chairman: SEE ADDENDUM ATTACHED HERETO AND MADE A PART HEREOF.

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

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

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

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

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

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

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

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

President: SEE ADDENDUM ATTACHED HERETO AND MADE A PART HEREOF.

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

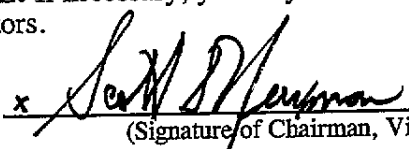
Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

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

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

13. x  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Scott D. Newman, Vice President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA - WINGATE LAND CORPORATION**

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

**A. DIRECTORS**

<u>NAME</u>	<u>ADDRESS</u>
Philip L. Rinaldi	c/o Mulberry Corporation 110 East 59th Street, 31st FL New York, NY 10022
Robert C. Stewart, Sr.	c/o Mulberry Phosphates, Inc. State Road 60 East Mulberry, FL 33860
Scott D. Newman	c/o Whitman Breed Abbott & Morgan LLP 200 Park Avenue New York, NY 10166

**B. OFFICERS**

<u>NAME OF OFFICER</u>	<u>ADDRESS</u>	<u>TITLE</u>
Philip L. Rinaldi	c/o Mulberry Corporation 110 East 59th Street, 31st FL New York, NY 10022	President
Robert C. Stewart, Sr.	c/o Mulberry Phosphates, Inc. State Road 60 East Mulberry, FL 33860	Senior Vice President - Operations
Louis D. Berarducci	c/o Mulberry Phosphates, Inc. State Road 60 East Mulberry, FL 33860	Senior Vice President - Finance
Scott D. Newman	c/o Whitman Breed Abbott & Morgan LLP 200 Park Avenue New York, NY 10166	Vice President and Secretary
Nola Kenwright	c/o Mulberry Phosphates, Inc. State Road 60 East Mulberry, FL 33860	Treasurer and Assistant Secretary

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*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 "WINGATE LAND CORPORATION" 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 FIRST DAY OF MAY, A.D. 1998.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: