

# GIORDANO, HALLERAN & CIESLA

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW  
125 HALF MILE ROAD

POST OFFICE BOX 190

MIDDLETOWN, NEW JERSEY 07748

(732) 741-3900

FAX: (732) 741-5900

41 EAST STATE STREET  
MIDDLETOWN, NEW JERSEY 07748  
(609) 695-8900

PLEASE REPLY TO: MIDDLETOWN

JOHN C. GIORDANO, JR.  
JOHN R. HALLERAN  
FRANK R. CIESLA  
BERNARD J. BERRY, JR.  
THOMAS A. PLISKIN  
JOHN A. AIELLO  
MICHAEL J. GROSS  
RICHARD L. FRIEDMAN ☐  
GEORGE J. TYLER  
JOHN A. GIUNCO  
NORMAN M. HOBBS ☐  
EDWARD S. RADZELY  
STEVEN M. BERLIN ☐  
MICHAEL J. NEWMAN

NICHOLAS J. ...  
LAURA N. ANDERSON  
PAUL V. FERNICOLA ☐  
JAY S. BECKER  
TIMOTHY D. LYONS  
SEAN E. REGAN  
DEBRA J. RUBENSTEIN  
MICHAEL A. PANE  
J. SCOTT ANDERSON

PHILIP D. FORLENZA  
MICHAEL J. CANNING ☐  
PAUL H. SCHNEIDER  
M. SCOTT TASHJY  
MICHELE A. QUERQUES  
DAVID P. CORRIGAN  
EDWARD C. BERTUCIO, JR. ☐  
ANDREW B. ROBINS  
MICHAEL A. BRUNO  
MARGARET B. CARMELI  
KURT E. ANDERSON  
PAUL T. COLELLA  
STEVEN M. DALTON  
RALPH P. LALLY

CHRISTOPHER VIRGIL  
CHARLES A. CERUSI  
PATRICK S. CONVERY  
JACQUELINE DECARLO  
GREGORY A. PETROFF  
STEVEN M. DALTON  
NICOLE DEVANEY  
EDWARD C. NORMANDIN

COUNSEL:  
ELIZABETH CHRISTIAN  
ROBERT E. LINKIN  
JOANNE S. GRAY

OF COUNSEL:  
S. THOMAS GAGLIANO

JOHN C. GIORDANO  
(1989)

☐ CERTIFIED CIVIL  
TRIAL ATTORNEY

☐ CERTIFIED CRIMINAL  
TRIAL ATTORNEY

CLIENT/MATTER NO.  
9306/011

DIRECT DIAL NUMBER:

DIRECT E-MAIL:

\*\*\*

October 12, 1998

200002664632--1

-10/15/98--01067--001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

## VIA FEDERAL EXPRESS

Corporate Records Bureau  
Department of State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Request for Filing an Application for Withdrawal and Application for Authority of a Foreign Corporation**

Dear Sir or Madam:

Enclosed please find an application for withdrawal of the foreign corporation of Agro Power Development, Inc., a New York Corporation, and an application for authority of Agro Power Development, Inc., a Delaware Corporation. Please file these applications on an **expedited basis**. The method of payment will be by the enclosed separate checks in the amount of \$35.00 covering the cost of withdrawal of a corporation and \$70.00 covering the fee for applying for authority of a corporation.

Kindly forward filed applications or confirmation of these filings on an **expedited basis** via **Federal Express, First Priority** to my attention at the following address:

Giordano, Halleran & Ciesla, PC  
125 Half Mile Road  
Middletown, New Jersey 07748  
Attention: Pamela Caine, Paralegal

RECEIVED  
DIVISION OF CORPORATIONS  
OCT 13 1998

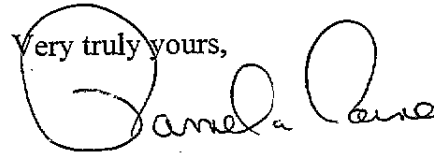
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
OCT 14 PM 3:08

10/15

**GIORDANO, HALLERAN & CIESLA**  
A PROFESSIONAL CORPORATION  
ATTORNEYS AT LAW

Department of State of Florida  
October 12, 1998  
Page 2

Our Federal Express account number **1001-6573-2**. If you should have any questions, please feel free to contact me. Thank you.

Very truly yours,  


PAMELA A. CAINE  
Paralegal

cc: Philip Forlenza, Esq.

::ODMA\PCDOCS\ghcdocs\25247\1

**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. Agro Power Development, Inc.  
(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 3. 22-360-4685  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/13/98 5. Perpetual  
(Date of incorporation) (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. 10 Alvin Court  
East Brunswick, NJ 08816  
(Current mailing address)
8. The management and marketing of greenhouse produce  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: CT Corporation
- Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip code)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 14 PM 3:08

**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.*

Barbara A. Burke **BARBARA A. BURKE**  
SPECIAL ASSISTANT SECRETARY  
(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: (1) Michael DeGiglio, President/CEO/Director

Address: 34 Blues Hills Drive

Holmdel, NJ 07733

Vice Chairman: (2) Albert Vanzeyst, President/Chief Operating Officer/Director

Address: 800 Roswell Cove

Lake Mary, Florida 32746

Director: (3) Thomas Montanti, Executive Vice President/Director

Address: 27 Hidden Pine Drive

Colts Neck, NJ 07722

Director: (4) David J. Ryan

Address: 12922 Camienito Beso

San Diego, CA 92130-2046

Director: (5)

Heinz Wehner

3506 W. 83rd St., Apt. 210

Prairie Village, Kansas 66208

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

President: Michael DeGiglio, President/CEO

Address: 34 Blues Hills Drive

Holmdel, NJ 07733

Vice President: David M. Suchniak, Vice President/Chief Financial Officer

Address: 1145 Hambiltonian Way

York, PA 17404

Secretary: J. Kevin Cobb, Secretary

Address: 9009 Lauriston Place

Charlotte, NC

Treasurer: Laurence J. Howard, Treasurer

Address: 20 Carter Road

East Brunswick, NJ 08816

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

13. By: 

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

14. Michael DeGiglio, President

(Typed or printed 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 "AGRO POWER DEVELOPMENT, 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 OCTOBER, A.D. 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 14 PM 3:08

2883072 8300

981383785



*Edward J. Freel*  
Edward J. Freel, Secretary of State  
9336901

AUTHENTICATION: 10-05-98

DATE: