

F98000006062

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Alltech, Inc.
(Name of corporation - must include suffix)

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: 100002666331--6
-10/19/98--01082--001
*****70.00 *****70.00

Robert Gillispie
(Name of Person)

Alltech, Inc.
(Firm/Company)

3031 Catnip Hill Pike
(Address)

Nicholasville, KY 40356
(City/State/Zip)

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

W98-23700

Robert Gillispie at (606) 885-9613
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 30 AM 10:24

FILED

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 19, 1998

ROBERT GILLISPIE
ALLTECH, INC.
3031 CATNIP HILL PIKE
NICHOLASVILLE, KY 40356

SUBJECT: ALLTECH, INC.
Ref. Number: W98000023700

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ALLTECH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 998A00051590

Alltech, INC.

"Where biotechnology, quality, and service meet"

October 29, 1998

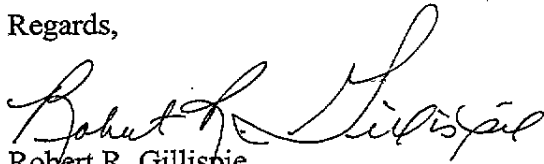
Ms. Agnes Lunt
Document Specialist
Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Dear Ms. Lunt:

In accordance with your request of October 19, please find enclosed a corporate resolution by the board of directors adopting an alternate name for use in Florida.

Please contact me if you have any questions.

Regards,


Robert R. Gillispie
Corporate Counsel

lunt.rrg.doc.

Enclosures

98 OCT 30 AM 10: 24
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WAIVER OF NOTICE
AND
ACTION OF THE BOARD OF DIRECTORS
ALLTECH, INC.
BY UNANIMOUS CONSENT**

The undersigned, being all of the members of the Board of Directors of Alltech, Inc., a Kentucky corporation ("Corporation"), hereby consent to the following action as an action of the Board of Directors of the Corporation:

RESOLVED, that Alltech, Inc., organized and existing in the Commonwealth of Kentucky, hereby adopts the name ALLTECHNOLOGY, INC. for use in Florida.

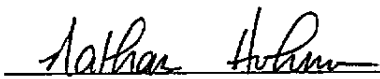
The Notice of Meeting having been waived and this Board Action having been made by unanimous consent of the Board of Directors, we hereby direct that these resolutions be entered into the minutes of the Corporation.

Dated this 26th day of October, 1998.



Dr. Thomas Pearse Lyons
Chairman and President

Attest:



Nathan H. Hohman
Secretary and Treasurer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 30 AM 10:24

FILED

STATE OF KENTUCKY)
)
COUNTY OF JESSAMINE)

I, a Notary Public, in and for the aforesaid county and state, do hereby certify that the foregoing document was this day before me in my said county and state, duly executed and acknowledged by Thomas Pearse Lyons and Nathan H. Hohman to be their free act and deed.

This 26 day of October, 1998.

Betty Jean Hood
Notary Public, State-at-Large, KY
My Commission Expires: December 14, 1999

waiver.2

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98 OCT 30 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Chairman: Thomas Pearse Lyons, Sole Director

Address: 3031 Catnip Hill Pike, Nicholasville, Kentucky 40356

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Thomas Pearse Lyons

Address: 3031 Catnip Hill Pike
Nicholasville, Kentucky 40356

Vice President: Aidan J. Connolly

Address: 3031 Catnip Hill Pike
Nicholasville, Kentucky 40356


Vice President
~~Secretary~~ Peter T. Karnezos

Address: 3031 Catnip Hill Pike
Nicholasville, Kentucky 40356

Secretary/
Treasurer: Nathan H. Hobman

Address: 3031 Catnip Hill Pike
Nicholasville, Kentucky 40356

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. T Pearse Lyons, President, Alltech, Inc.
(Typed or printed name and capacity of person signing application)

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98 OCT 30 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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98 OCT 30 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**John Y. Brown III
Secretary of State**

Certificate of Existence

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

ALLTECH, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is August 7, 1980 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 5th day of October, 1998.

John Y. Brown, III

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky