



**THE UNITED STATES
CORPORATION
COMPANY**

F99000000755

ACCOUNT NO. : 072100000032

REFERENCE : 128424 4727217

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 9, 1999

ORDER TIME : 10:40 AM

ORDER NO. : 128424-005

CUSTOMER NO: 4727217

CUSTOMER: Pat Austin, Legal Assistant
Salem Saxon & Neilsen, P.a.
Suite 3200, One Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

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*****70.00 *****70.00

FOREIGN FILINGS

NAME: BAY BREEZE FARMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

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DIVISION OF CORPORATIONS
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**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. Bay Breeze Farms, 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. Delaware

(State or country under the law of which it is incorporated)
Incorporated under the name "Vital Granules, Inc." 4/8/98

3. Corporate name change filed 7/10/98

(Date of Incorporation)

4. Perpetual

(Duration)

5. 59 353 6742

(Federal Employer Identification number, if applicable)

6. Upon qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 815.155, S.S.)

7. 316 Bartow Airport, Bartow, FL 33830

(Current mailing address)

Purpose: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and Florida.

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

Business in Florida: Agricultural products

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Sole
Director: Lawrence Hjersted

Address: 316 Bartow Airport

Bartow, FL 33830

Director: _____

Address: _____

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B. Officers:

President: Lawrence Hjersted

Address: 316 Bartow Airport
Bartow, FL 33830

Vice President: _____

Address: _____

Secretary: John Marker

Address: 316 Bartow Airport
Bartow, FL 33830

Treasurer: Dan Britt

Address: 316 Bartow Airport
Bartow, FL 33830

(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: Evin L. Netzer, Esq., Salem, Saxon & Nielsen, P.A.

Office Address: 101 East Kennedy Blvd., Suite 3200
Tampa, Florida 33602
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: _____

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

14. John Marker, Secretary
(Name and capacity of person signing application)

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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 "BAY BREEZE FARMS, 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 FOURTH DAY OF FEBRUARY, A.D. 1999.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9559046

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