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Name:	Syngenta Flowers, Inc
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Thank you!

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Amount: \$ 43.75

Thank you!

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

CONVERTING

SYNGENTA FLOWERS, INC.
(A Florida Profit Corporation)

TO

SYNGENTA FLOWERS, LLC
(A Delaware Limited Liability Company)

This Certificate of Conversion is submitted to convert Syngenta Flowers Inc., a Florida for profit corporation (the "Domestic Corporation"), into a Delaware limited liability company (the "Delaware LLC"), in accordance with Section 607.1113 of the Florida Business Corporation Act ("FBCA"):

1. Conversion. The Domestic Corporation has been converted to a Delaware limited liability company (the "Conversion") in compliance with Chapter 607 of the FBCA and the Conversion complies with the applicable laws of Delaware governing the Delaware LLC, including Section 18-214 of the Delaware Limited Liability Company Act, 6 *Del. C.* §§ 18-101 *et seq.*

2. Approval of Conversion. The Plan of Conversion for converting the Domestic Corporation to the Delaware LLC was approved by the Domestic Corporation in accordance with Chapter 607 of the FBCA. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to Section 607.1112(6) of the FBCA.

3. Effective Date. The effective date of the Conversion under the laws of Delaware is December 31, 2016. The Conversion shall be effective in Florida on December 31, 2016.

4. Principal Address of Converted Limited Liability Company. The principal office address of the Delaware LLC is:

Syngenta Flowers, LLC
2280 Hecker Pass Highway
Gilroy, California 95020

5. Florida Service of Process. In accordance with Section 607.1113 of the FBCA, the Delaware LLC, an out-of-state entity not registered to transact business in Florida, hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Domestic Corporation, including any appraisal rights of shareholders of the Domestic Corporation under Sections 607.1301-607.1333 of the FBCA. The Florida Department of State may use the following street and mailing address for the purposes of Section 607.1114(4) of the FBCA:

Street Address:

Syngenta Flowers, LLC
2280 Hecker Pass Highway
Gilroy, California 95020


Mailing Address:

Syngenta Flowers, LLC
2280 Hecker Pass Highway
Gilroy, California 95020

6. Appraisal Rights. In accordance with Section 607.1113 of the FBCA, the Delaware LLC has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301-607.1333 of the FBCA.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion on the date set forth below.

SYNGENTA FLOWERS, INC.

By: 
Name: Cheryl L. Quain
Title: Assistant Secretary

Dated: December 14, 2016

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