

**CAPITAL CONNECTION, INC.**  
 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
 (850) 224-8870 • 800-442-8072 • Fax (850) 222-1022

**L97000001246**

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 -11/13/97--01023--005  
 \*\*\*\*337.50 \*\*\*\*337.50

*Supernag LLC*

G. TAX \_\_\_\_\_  
 FILING 250.00  
 R. AGENT FEE 35.00  
 D. COPY 52.50  
 TOTAL 337.50  
 N. BANK \_\_\_\_\_  
 BALANCE DUE \_\_\_\_\_  
 REFUND \_\_\_\_\_

*BR*  
*11/7/97*

Signature \_\_\_\_\_

Requested by: *BR* \_\_\_\_\_  
 Name Date 11/7 Time 8:30

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File
- \_\_\_\_\_ LTD Partnership File
- \_\_\_\_\_ Foreign Corp. File
- L.C. File Organization
- \_\_\_\_\_ Fictitious Name File
- \_\_\_\_\_ Trade/Service Mark
- \_\_\_\_\_ Merger File
- \_\_\_\_\_ Art. of Amend. File
- \_\_\_\_\_ RA Resignation
- \_\_\_\_\_ Dissolution / Withdrawal
- \_\_\_\_\_ Annual Report / Reinstatement
- \_\_\_\_\_ Cert. Copy
- \_\_\_\_\_ Photo Copy
- \_\_\_\_\_ Certificate of Good Standing
- \_\_\_\_\_ Certificate of Status
- \_\_\_\_\_ Certificate of Fictitious Name
- \_\_\_\_\_ Corp Record Search
- \_\_\_\_\_ Officer Search
- \_\_\_\_\_ Fictitious Search
- \_\_\_\_\_ Fictitious Owner Search
- \_\_\_\_\_ Vehicle Search
- \_\_\_\_\_ Driving Record
- \_\_\_\_\_ UCC 1 or 3 File
- \_\_\_\_\_ UCC 11 Search
- \_\_\_\_\_ UCC 11 Retrieval
- \_\_\_\_\_ Courier

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 DIVISION OF CORPORATIONS

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION  
OF  
SUPERMAG, L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I  
NAME

The name of the Limited Liability Company is "Supermag, L.C."

ARTICLE II  
ADDRESS

The address of its principal place of business is 4100 Glades rd., Ft. Pierce, Fl. 34981 This is also the company's mailing address.

ARTICLE III  
DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided for in these articles of organization or as provided for by the Florida Limited Liability Company Act.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The name of its registered agent, whose consent to appointment as registered agent accompanies these articles, is Frederick D. Stalls, Esq., and the address of the registered office is 515-519 South Indian River Drive, Ft. Pierce, Fl. 34950.

ARTICLE V  
CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as set forth in Exhibit "A."

ARTICLE VI  
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all members.

ARTICLE VII  
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company, except with the unanimous consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his/her/its interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his/her/its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII  
TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX  
MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company consistent with law or these articles of organization. The names and address of the members of the company are:

- |                         |                       |
|-------------------------|-----------------------|
| 1) Pioneer Ag-Chem Inc. | 4100 Glades Rd.       |
|                         | Ft. Pierce, Fl. 34981 |
|                         | 436955                |
| 2) J.H. Hull Inc.       | 1307 W. Highway 60    |
|                         | Plant City, Fl. 33567 |
|                         | 542995                |

ARTICLE X  
AMENDMENT OF ARTICLES

No amendment to Paragraph 7 will be allowed. Otherwise, these articles may be amended by a unanimous vote of the members.

ARTICLE XI  
INDEMNIFICATION

A. The company will indemnify an individual made a party to a proceeding because he is or was a manager, officer, organizer, employee or agent of the company against liability incurred in the proceeding if:

1. He conducted himself in good faith;

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2. He reasonably believed that his conduct in or at least not opposed to the company's best interest; and
3. In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

B. Indemnification will also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his conduct to be in the interests of the participants in and beneficiaries of the plan.

C. The company will pay for or reimburse the reasonable expenses incurred by a manager, officer, organizer, employee or agent of the company who is a party to a proceeding in advance of final disposition of the proceeding if:

1. The individual furnishes the Company a written affirmation of his good faith belief that he has met the standard of conduct described in these articles;
2. The individual furnishes the company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct; and
3. A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

The undertaking required by this paragraph will be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

D. The indemnification and advance of expenses authorized in these articles will not be exclusive to any other rights to which any manager, officer, organizer, employee or agent may be entitled under any by-law, agreement, vote of members or disinterested managers or otherwise. These articles of organization may not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled to such. These articles of organization may not be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

E. In addition to the foregoing, the Company will indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and will pay all costs and expenses incurred by or imposed on them as a result of the same, including compensation based on the usual charges for expenditures required of them in pursuit of the defense against any liability arising on the account of acting as organizers or on the account enforcing the indemnification right under these articles, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at St. Lucie County, Florida, on this 28<sup>th</sup> day of Oct., 1997.

PIONEER AG-CHEM INC.

Louise C. Forget  
LOUISE C. FORGET, PRESIDENT

J.H. HULL INC.

J.H. Hull  
J. H. HULL, PRESIDENT

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TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 28<sup>th</sup> day of Oct., 1997, by Louise C. Forget as President for PIONEER AG-CHEM INC., who is personally known to me or who has produced \_\_\_\_\_ as identification, and by J. H. Hull as President for J.H. Hull Inc., who is personally known to me or has produced J. H. Hull, Inc. as identification, who both have acknowledged the due execution of the foregoing articles of organization.

WITNESS my hand and seal this 28<sup>th</sup> day of Oct., 1997.

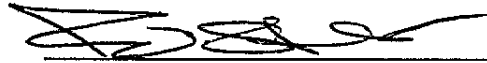
Lori L. Adams  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES:

NOTARY PUBLIC  
STATE OF FLORIDA  
LORI L. ADAMS  
COMMISSION # CC 506811  
EXPIRES NOV 07, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the articles, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 3 day of November, 1997.



FREDERICK D. STALLS,

C:\OFFICE\WPWIN\WPDOCS\DIAMOND.R\SUPERMAG\ARTOFORG.WPD

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Supermag, C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$ 2,000,000.
3. If any, the agreed value of property other than cash contributed by members is \$ 1,921,568.63. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by members is \$ 3,921,568.63. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated this 28<sup>th</sup> day of October, 1997.

James H. Hull  
 By: James H. Hull  
 As: PRESIDENT  
SUPERMAG, L.C.

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 28<sup>th</sup> day of Oct, 1997, by James H. Hull as President for Supermag, C.C., who is personally known to me or who has produced \_\_\_\_\_ as identification, and who has acknowledged the due execution of the foregoing affidavit.

WITNESS my hand and seal this 28<sup>th</sup> day of Oct, 1997.

Lori L. Adams  
 NOTARY PUBLIC  
 STATE OF FLORIDA AT LARGE  
 MY COMMISSION EXPIRES:



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STATE OF FLORIDA  
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**Description of Property Contributed**

Processing Plant Equipment

Contracts with Suppliers

Process to be used

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