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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 10 / 11

Corporation(s) Name

Value Brand Services Company, LLC

☐ Profit
☐ Nonprofit

☐ Amendment

☐ Merger

☒ Foreign
☒ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

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-10/11/00--01049--001
****125.00 ****125.00

***Special Instructions**

☐ Certified Copy
☐ arts/ameds/mergers

☐ Photocopies

☐ CUS

☐ Other-See Above

☒ Walk in

☒ Pick-up

☐ Will Wait

RECEIVED
00 OCT 11 AM 10:47
TALLAHASSEE FL 32301
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

UP
10-11-00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. VALUE BRAND SERVICES COMPANY, L.L.C.
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLIED FOR
(FEI number, if applicable)
4. JULY 6, 2000
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. PENDING QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1 HYCROP ROW, MEMPHIS, TN 38120
(Street address of principal office)

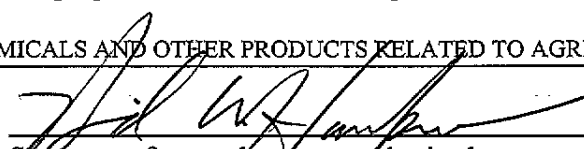
8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

1 HY CROP ROW, MEMPHIS, TN 38120

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: TO DEVELOP, MARKET AND
DEAL IN AGRICHEMICALS AND OTHER PRODUCTS RELATED TO AGRICULTURE MARKETS


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DAVID HAWKINS, MANAGER

Typed or printed name of signee

APPROVED
AND
FILED
00 OCT 11 PM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

VALUE BRAND SERVICES COMPANY, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

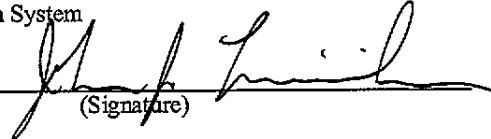
Plantation

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S..

C T Corporation System


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

00 OCT 11 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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 "VALUE BRAND SERVICES COMPANY, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

APPROVED
FILED
00 OCT 11 01 08:33
SECRETARY'S OFFICE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

3255608 8300

AUTHENTICATION: 0690238

001478599

DATE: 09-22-00