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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

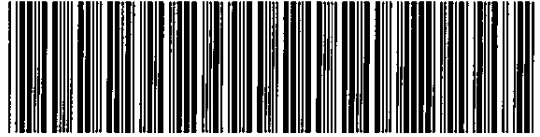
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DIVISION OF CORPORATIONS
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J. BRYAN

JUN - 6 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Gateway International Fertilizer Group LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Mr. Mitchell A. Hammer, CEO
(Name of Person)

Gateway International Fertilizer Group LLC
(Firm/Company)

401 E. Las Olas Blvd., 14th Floor
(Address)

Ft. Lauderdale, Florida 33301
(City/State and Zip Code)

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For further information concerning this matter, please call:

David E. Hammer, Esq. at (954) 712-7433
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy



May 29, 2008

VIA FEDEX

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Clifton Building, Room 8502456051
Tallahassee, FL 32301

Attention: Ms. Deborah Bruce
Regulatory Specialist II

Dear Ms. Bruce:

Re: Gateway International Fertilizer Group LLC
Ref. Number: W08000020533
Letter Number: 508A00024481

In furtherance of your letter dated April 23, 2008, I now enclose the Certificate of Existence for the above-noted corporation together with a copy of the aforementioned letter.

Once the enclosed documents have been processed, we would appreciate if you would return the incorporation documents via FedEx to my attention. I enclose a FedEx prepaid waybill for easy return of service.

If you require any further information please do not hesitate to contact me.

Very truly yours,



Jacob Leace
Director of Contracts

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 23, 2008

MITCHELL A. HAMMER, CEO
401 E. LAS OLAS BLVD., 14TH FLOOR
FT. LAUDERDALE, FL 33301

SUBJECT: GATEWAY INTERNATIONAL FERTILIZER GROUP LLC
Ref. Number: W08000020533

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We have received your document for GATEWAY INTERNATIONAL FERTILIZER GROUP LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 508A00024481

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

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

1. Gateway International Fertilizer Group LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. applied for

(FEI number, if applicable)

4. February 27, 2008

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 401 E. Las Olas Blvd., 14th Floor

Ft. Lauderdale, Florida 33301

(Street Address of Principal Office)

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

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

Gateway International Trading LLC

401 E. Las Olas Blvd., 14th Floor

Ft. Lauderdale, Florida 33301

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: Distribution of fertilizer
and fertilizer related materials

Mitchell Hammer

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.)

Mr. Mitchell A. Hammer

Typed or printed name of signee

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**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:

Gateway International Fertilizer Group LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

Gateway International Trading LLC

(Name)

401 E. Las Olas Blvd., 14th Floor

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Ft. Lauderdale, Florida 33301

FL

City/State/Zip

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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, Florida Statutes.

Mitchell Hammer

(Signature)

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GATEWAY INTERNATIONAL FERTILIZER GROUP LLC" 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-NINTH DAY OF MAY, A.D. 2008.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6621191

DATE: 05-29-08