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September 19, 1997

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-09/25/97--01081--001  
\*\*\*293.75 \*\*\*293.75

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: McLean/Biagro Research and Development Company, LLC  
Our File No. 7806.00

Dear Florida Department of State:

Enclosed is a completed Florida Department of State Form CR2E027 (4/97) for the authorization of a Foreign Limited Liability Company to Transact Business in Florida. In connection therewith, I enclose the sum of \$293.75 for the following purposes:

1. Filing Fee - \$250.00;
2. Designation of Registered Agent - \$35.00; and
3. Request for Certificate of Status - \$8.75.

Please return the Certificate of Status, once completed, to the undersigned in the caption of this letter in the enclosed pre-addressed, stamped envelope.

Name	9/20/97
Availability	584-3337 and I will be glad to speak with your office as necessary.
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	RPJ/hao
W. P. Verifier	DCU

Very truly yours,

KAHN, SOARES & CONWAY

Ronald P. Jones

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FILED  
SEP 25 AM 9:15  
TALLAHASSEE, 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:

- FILED  
SEP 25 AM 9:15  
U.S. DISTRICT COURT  
S.D. N.Y.

**TITLE:**

McLean Chemical MGRM  
Sales Company, Inc., a  
Florida corporation  
P.O. Box 1044  
Minneola, FL 34755

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of McLEAN/BIAGRO RESEARCH &  
DEVELOPMENT, LLC deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is

\$ 10,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is  
A description of the property is attached and made a part hereto.

\$ 0

4) the amount of cash or property anticipated to be contributed by member(s) is  
This total includes amounts from 2 and 3 above.

\$ 10,000.00

5) the total amount of cash or property anticipated to be contributed by member(s) is

\$ 10,000.00

MEMBER/MANAGER [MGRM]:  
BIAGRO WESTERN SALES, INC., a  
California Corporation

By:

Peter E. Alvitre

Peter E. Alvitre, Its:

Vice President

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

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

97 25 AM 15  
FILED  
TALLAHASSEE, FLORIDA

**Filing Fee: \$250.00 for Application and Affidavit**

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MCLEAN/BIAGRO RESEARCH AND DEVELOPMENT COMPANY, LLC

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

Mr. Ben McLean III  
(Name)

904 Jan Mar Court, Suite A  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Clermont, FL 34711  
(City/State/Zip)

FILED  
97 SEP 25 AM 9:15  
SECRET  
STATE  
TALLAHASSEE, FLORIDA

*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.*

  
(Signature)

09/23/97  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**



SECRETARY OF STATE

**CERTIFICATE OF STATUS  
CALIFORNIA LIMITED LIABILITY COMPANY**

*I, BILL JONES, Secretary of State of the State of California, hereby certify:*

*That on the* 11th *day of* June, 19 97

MCLEAN/BIAGRO RESEARCH AND DEVELOPMENT COMPANY, LLC

*became recognized under the laws of the State of California by filing its Articles of Organization in this office; and*

*That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and*

*That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and*

*That no information is available in this office on the financial condition of this limited liability company.*



IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this  
22nd day of August, 1997

*Bill Jones*  
BILL JONES  
Secretary of State

FILED  
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SERIES  
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AUG 15  
TALLAHASSEE, FLORIDA