



THE UNITED STATES
CORPORATION
COMPANY

M98000000226

ACCOUNT NO. : 072100000032

REFERENCE : 732907 98373A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 9, 1998

ORDER TIME : 10:32 AM

ORDER NO. : 732907-005

CUSTOMER NO: 98373A

CUSTOMER: C. Christian Sautter, Esq
Seiler & Sautter
Suite 200
2900 East Oakland Park Blvd.
Fort Lauderdale, FL 33306

FOREIGN FILINGS

100002450511--6
-03/09/98--01053--011
****337.50 ****337.50

NAME: GLOBAL AGRICULTURAL AND
ENGINEERING, A DELAWARE
LIMITED LIABILITY COMPANY

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR-9 PM 4:12

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RECEIVED
98 MAR-9 PM 12:11
DIVISION OF CORPORATION

NYC
3/9/98

**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 TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:**

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1. ~~GLOBAL AGRICULTURAL AND ENGINEERING, a DELAWARE limited liability company.~~
GLOBAL AGRICULTURAL TECHNOLOGY AND ENGINEERING, A LIMITED LIABILITY
COMPANY
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. _____
(FEI Number, if applicable)
4. February 19, 1998
(Date of Organization)
5. February 19, 2028
(Duration: Year limited liability company will
cease to exist or "perpetual")
6. February 24, 1998
(Date first transacted business in Florida. (See sections 608.51, 608.502, and 817.155, F.S.))
7. 2900 East Oakland Park Boulevard, Suite 200
Fort Lauderdale, Florida 33306
(Street address of principal office)
8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will
manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
John R. Newton 3710 N.E. 25th Avenue Lighthouse Point, FL 33064	MGRM		
Michael Newton 2930 Medinah Weston, FL 33332	MGRM		
Gillian Gallagher 62 Walnut St. Wellesley, MA 02181	MRGM		

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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**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: ~~GLOBAL AGRICULTURAL AND ENGINEERING,
a Delaware limited liability company.~~ GLOBAL AGRICULTURAL TECHNOLOGY AND
ENGINEERING, A LIMITED LIABILITY COMPANY
2. The name and address of the registered agent and office is:

**C. Christian Sautter, Esq.
2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306**

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


C. Christian Sautter, Esq.

3/5/98
(Date)

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

GLOBAL AGRICULTURAL TECHNOLOGY

The undersigned member or authorized representative of a member of ~~GLOBAL AGRICULTURAL AND~~
~~AND ENGINEERING, A LIMITED LIABILITY COMPANY~~
~~ENGINEERING, a Delaware limited liability company,~~ deposes and says:

1) the above named limited liability company has at least two (2) members

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

\$ 1,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is

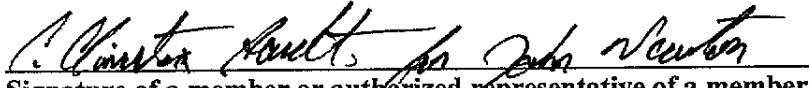
\$ -00-

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

\$ 1,000.00

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

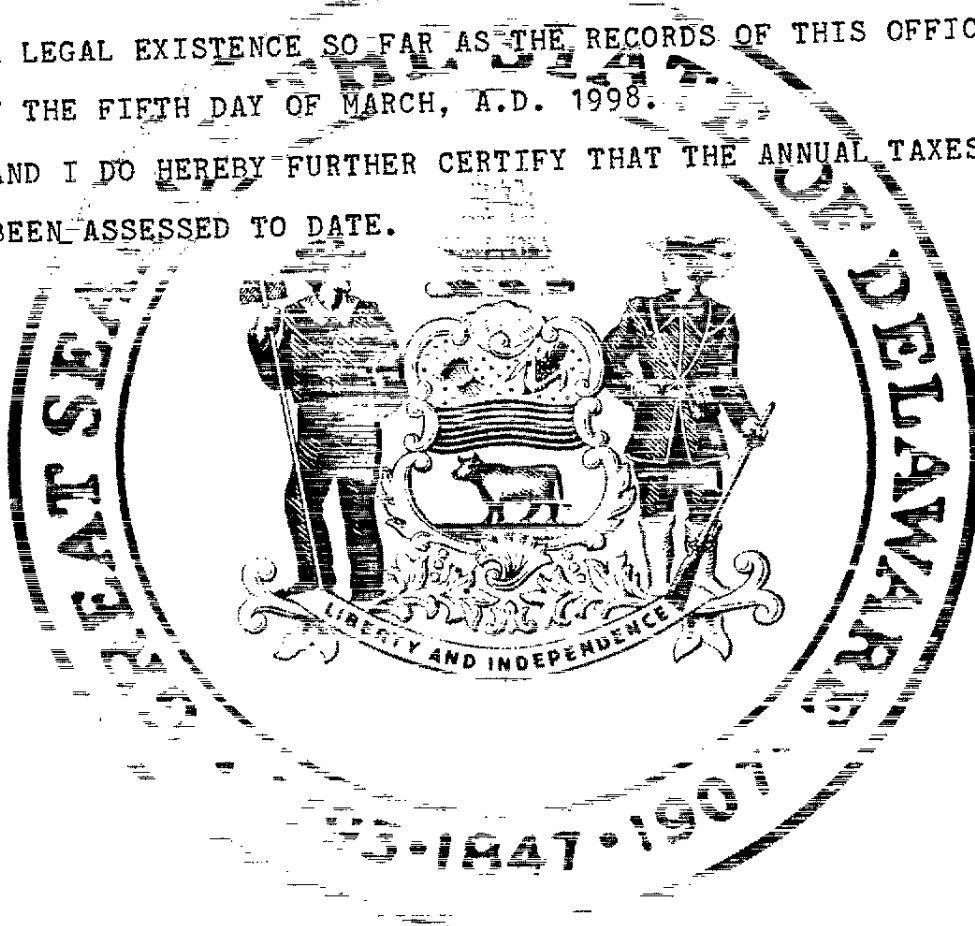
\$ 30,000.00


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.)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLOBAL AGRICULTURAL TECHNOLOGY AND ENGINEERING, A LIMITED LIABILITY COMPANY" 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 FIFTH DAY OF MARCH, A.D. 1998.

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



FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 MAR -9 PM 4:12



Edward J. Freel

Edward J. Freel, Secretary of State

8955620

AUTHENTICATION:

03-05-98

DATE:

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