

m 99000000586

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002845074--6

-04/20/99--01054--011

****285.00 ****285.00

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-04/20/99--01054--012

*****8.75 *****8.75

FILED

99 APR 20 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Royster - Clark Agribusiness Realty LLC

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

☐ UCC-1 UCC-3

☐ Certified Copy

☐ Photo Copies

☒ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

Name Mail Out

Availability 4/20/99

Name

Document

Examiner

Document

Examiner

Updater

Verrier

Acknowledgment

to Payment

W. F. Verrier

DCC

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Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

APR 20

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7 pages

CR2E031 (1-89)

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99 APR 20 PM 12:26
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 20, 1999

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: ROYSTER-CLARK AGRIBUSINESS REALTY LLC
Ref. Number: W99000009357

We have received your document for ROYSTER-CLARK AGRIBUSINESS REALTY LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 999A00020446

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:

- Royster-Clark AgriBusiness Realty LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
- Delaware
- Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

- 4/15/99
(Date of Organization)
- Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

- Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

- c/oThe Corporation Trust Co. 1209 Orange St., Wilmington DE 19805
(Street address of principal office)

- 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:

I MC AgriBusiness Inc. Member

10 Rockefeller Plaza

11th Floor

New York, NY 10020

- Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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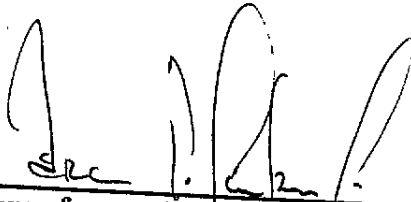
FILED

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

The undersigned member or authorized representative of a member of _____

Royster-Clark AgriBusiness Realty LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 0;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,715,190;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,715,190;
(This total includes amounts from 2 and 3 above.)



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.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Francis P. Jenkins, Jr.

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

Property Description

Rainbow Plants (Granulation Plants) and End Blend Plants located in Mulberry, 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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____
Royster-Clark AgriBusiness Realty LLC

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

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Charles W. Meyer
(Signature)

4/16/99
(Date)

CHARLES W. MEYER
SPECIAL ASST. SECRETARY

FILING FEE: \$ 35 for Designation of Registered Agent

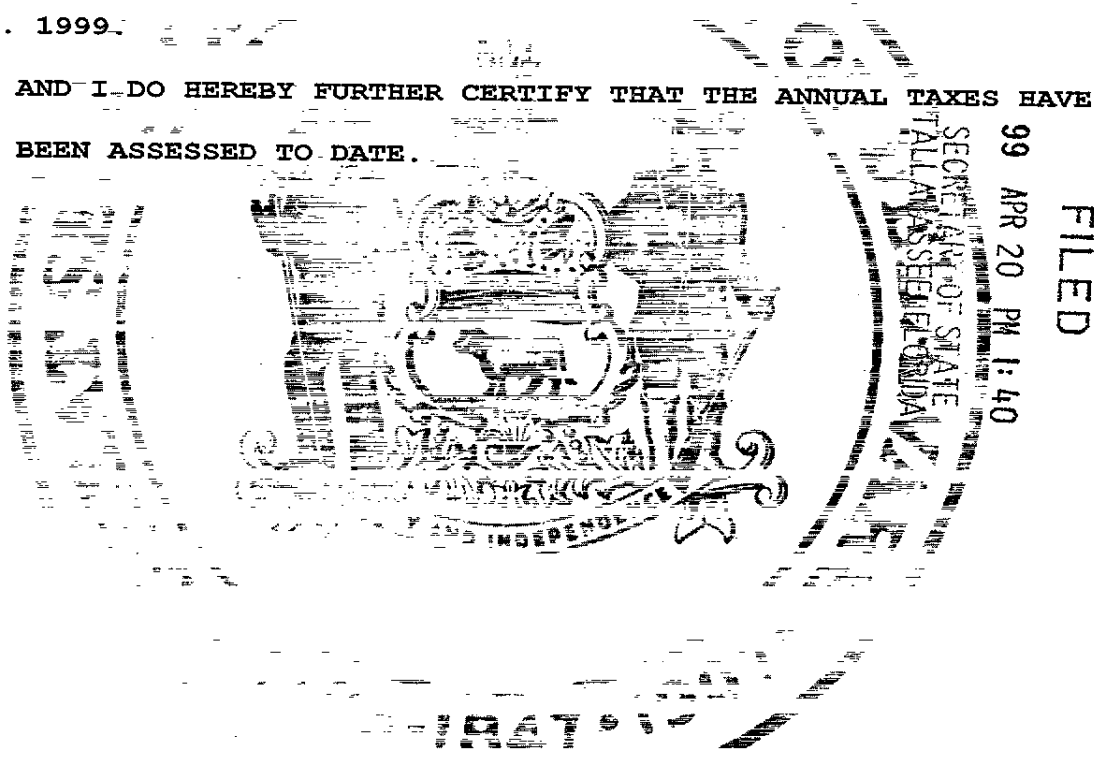
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROYSTER-CLARK AGRIBUSINESS REALTY 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 SIXTEENTH DAY OF APRIL, A.D. 1999.

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



FILED

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9691311

DATE:

04-16-99