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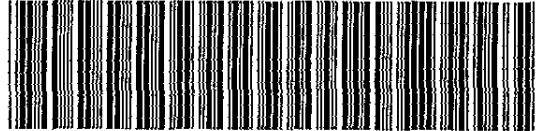
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SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS

8-9-04

# ALBERTO AMOROS

SUITE 1607  
TWO DATRAN CENTER  
9130 SOUTH DADELAND BOULEVARD  
MIAMI, FLORIDA 33156 - 7851  
TELEPHONE (305) 870 - 3716  
TELECOPIER (305) 870 - 9976  
E-Mail: jarac @ bellsouth.net

August 4, 2003

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

Attn.: New Filing Section

Dear Sir or Madame:

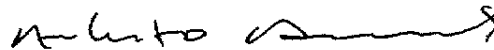
Enclosed please find an original and two copies of the Articles of  
Incorporation of

**Asociación Latinoamericana De La Industria Nacional De Agroquímicas, Inc.**

and a check for \$78.75 in favour of the Florida Department of State, in order to file such document. Please provide the undersigned with one certified copy of the Articles of Incorporation and one stamped copy. Please forward them to the undersigned by FedEx. Enclosed is the corresponding air waybill.

The name has not been reserved, however an inquire was made, with the result that at the time the inquire was made the name was available.

Very truly yours,



**ARTICLES  
OF  
INCORPORATION**

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**Asociación Latinoamericana  
de la Industria  
Nacional de Agroquímicos, INC.**

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The undersigned incorporator, a natural person 18 years of age or older, in order to form a Not-for-Profit corporate entity in compliance with the Florida Statutes, Chapter 617, adopts the following articles of incorporation, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I  
NAME**

The name of the corporation is:  
**Asociación Latinoamericana de la Industria Nacional de Agroquímicos, Inc.**

## ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 9130 South Dadeland Boulevard, Suite 1607, Miami, Florida 33156-7851, USA.

## ARTICLE III PURPOSES

The Corporation is an organization dedicated to the service and development of both management and workers within the agrochemical industry. It will primarily benefit the industrialization and commercialization of phyto-sanitary and agrochemical products, through programs, activities, projects, reports and other acts directed to trigger the manufacturing and distribution of products by its associates, thus enhancing its industrial and commercial activity among the different countries of the region and of the American continent.

The Corporation may coordinate its activities with other individuals or legal entities, whether public or private, national or foreign, in compliance with the principles of respect for their own autonomy, freedom of criteria and subordination to public law and order.

The objective of the Corporation is to enhance industrial activity as well as the manufacturing and commercialization of all phyto-sanitary products and other agrochemical products used in the field. Furthermore, it seeks to improve and unify technical criteria applicable to the different countries of the region. To this end, the Corporation will support all creative initiatives and capacities of its associates through the following:

- a. Act as representative and participate in the protection of the common interests

of its associates, before the various spheres and Authorities of each one of the countries to which its members belong.

- b. Evaluate situations and develop strategies of collective action in connection to projects and decisions related to current and/or future activities of its associates.
- c. Support Latin American integration and proceed to act as an institution before international organizations related to this sector.
- d. Develop broad communication and cooperation among associates and with third parties in order to foster the creation of mechanisms focused on the availability and classification of information as well as the channeling of efforts towards high technology services and reputable analysis in Latin America. These efforts should be performed consistent with regulatory requirements as well as quality and efficiency standards.
- e. Contribute to improve manufacturing and formulation conditions as well as the use and handling of phyto-sanitary products in Latin America while protecting health and environmental interests and farming and animal production.
- f. Establish itself as a specialized center of dialogue, mediation and exchange of general and specific themes as part of the relationship between associated legal entities and the political, economic and social structure of the countries to which its members belong.
- g. To cultivate, foster, and promote interest, knowledge and participation in agriculture and horticulture, through workshops, newsletters, and other means

where members can share knowledge and new developments.

- h. To foster trade and commerce and the interests of those having a common trade, business, financial, or professional interest; to reform abuses relative thereto; to secure freedom from unjust or unlawful exactions; to provide accurate and reliable information as to the standing of merchants, and other matters; to procure uniformity and certainty in customs and usages of trade and commerce, and of those having a common trade, business, financial, or professional interest; to settle and adjust differences between its members and others and to promote a more enlarged and friendly intercourse among businessmen; to advance the civic, commercial, industrial, and agricultural interests in Latin America; to promote the general welfare and prosperity of such territory and to stimulate public sentiment to these ends; and to provide such civic, commercial, industrial, agricultural, and social features as will promote these purposes.
- i. To cement and solidify friendly relations between individual manufacturers' and marketing' companies; to foster goodwill and understanding between individual independent manufacturers' and marketing' companies and the entire trade; to provide a meeting place and an opportunity for individual manufacturers' and marketing' companies to discuss the various problems concerning the ownership, operation, and control of manufacturers' and marketing' companies; to hold discussions of general interest to individual manufacturer's and marketing' companies; to acquire, assemble, preserve, and disseminate valuable business information to the membership and thereby improve trade relations among individual manufacturers' and marketing' companies.

- j. To promote and advance the mutual interests of its Members engaged in the manufacturer's and marketing' business; without limiting the generality of the foregoing, to associate its Members together in such fashion that their united efforts in fostering the interests of the manufacturer's and marketing' business will result in tangible improvements inuring to their common good, betterment, and welfare; to define and set forth standards of ethical practices throughout the industry and evolve plans for compliance therewith by Members and others; to devise means of securing, classifying, and disseminating among its Members trade, credit, and other information vitally important in the conduct of the manufacturer's and marketing' business and their own enterprises; to eliminate unfair competition and unfair business practices in the manufacturer's and marketing' business; to foster exchange of ideas between its Members; to hold meetings and provide thereat discussion panels on various phases of the industry; and to have its Members cooperate with each other in every possible way for the general welfare of one another.
- k. To consider and deal with common intra-industry problems of management, such as those involved in the distribution, employment, and financial functions of the manufacturer's and marketing' business; to promote activities aimed at enabling the industry to conduct itself with the greatest efficiency and economy; to promote free intercourse among its Members and to give proper consideration and expression of opinion upon questions affecting the industry; to adopt standards of conduct and operation for the industry and by lawful means secure and obtain compliance therewith by its members and other persons, firms, or corporations engaged in the industry;
- l. To provide Members with ready access to information relating to the applicable laws worldwide which may affect the manufacturer's and

marketing' services industry, including manufacturing and marketing laws, insurance requirements, usage fees, cargo content limitations and Customs Regulations

- m. To provide Members with information regarding proposed legislation worldwide which may have an effect on the industry. However, nothing contained herein shall be construed as allowing the Corporation to engage in any act which may be construed as an attempt to influence legislation.

and to do all such lawful acts and things necessary or proper to promote the improvement of business conditions of the manufacturers and marketers' business and for the accomplishment of any purposes herein set forth or which shall be recognized as proper and lawful objectives of a trade association; all of which shall be consistent with applicable law and the public interest, as well as the interest of this industry and trade.

To this end, the Corporation shall at all times be operated exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

#### ARTICLE IV POWERS

The Corporation shall have all the powers granted upon corporations not for profit as provided by general law, and specifically as set forth by the Florida Not For Profit



Corporation Act, Chapter 617, Florida Statutes. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1986 under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

## ARTICLE V EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, officers, or others private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- b. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- c. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any

powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VI DURATION

The duration of the corporate existence shall be perpetual, from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida, unless dissolved according to law.

## ARTICLE VII MEMBERSHIP

The Corporation shall have four classes of Members: Founders, Active, Promoter and Honorary, as these classes shall be set out in the Corporation's Bylaws.

Qualifications for Membership shall be limited to those corporations or individuals who have met the criteria for Membership as established by the Bylaws. The Corporation shall have Members who shall have such qualifications, rights, and privileges as shall be provided in the Bylaws of the Corporation. The manner of the Members' admissions and the membership maintenance rules shall be set out in the Corporation's Bylaws.

The Membership of the Corporation shall consist of three subgroups consisting of Members' residents of Mexico, Central America and the Caribbean (North Regional Council), and another subgroup consisting of residents of the Andean Group (Andean Regional Council), and another subgroup consisting of residents of the Mercosur and Chile (South Regional Council).

Any Member may withdraw from the Corporation after fulfilling all obligations to it

by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

A Member may be suspended for a period or expelled for cause such as violation of any of the bylaws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. The Member shall be given an opportunity to present a defense at the time and place mentioned in such notice, prior to the Board taking any action.

## ARTICLE VIII MEMBERS MEETINGS

There shall be an annual meeting of Members for receiving the annual reports of directors, officers, and committees, and the transaction of other business. Special meetings may be called by the Board of Directors at its discretion.

The Members of each country shall convene at least once a year in an annual meeting to elect two delegates to their respective Regional Council. Each Regional Council shall appoint three delegates whom will become candidates to be appointed as Directors of the Corporation.

The Corporation shall have only one class of voting membership for all purposes, which includes the Founders and Active Members. Honorary and promoter Members may participate at any meeting without vote. In addition to the right to vote for Directors, the Members shall be allowed to vote in the following events:

- a. Amendment of the Articles of Incorporation
- b. The dissolution of the Corporation

- c. Amendment of the Corporation's Bylaws
- d. Other issues provided for in these Articles and the Bylaws.

## ARTICLE IX CAPITAL STOCK

The Corporation shall neither have nor issue any capital stock. However, each Member shall be entitled to receive a non-redeemable, non-transferable and non-dividend bearing Membership Certificate and to vote in the Members' meetings as long as it is a Member in Good Standing.

## ARTICLE X BOARD OF DIRECTORS

The management of the affairs of the Corporation shall be at all times vested in a Board of Directors, whose operations in governing the Corporation shall be defined by statute and in the Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation.

Each country shall have its own Members' Council and they will appoint two of its Members as representatives to their respective Regional Council.

The Members of the Corporation within each of the Regional Councils established by the Bylaws shall elect by majority vote three delegates to the annual meeting of the Corporation, who in turn shall be elected as Directors of the Corporation.

The Board of Directors shall be composed of nine members, except that, the number

of Directors constituting the first Board of Directors is eight; their names and addresses being as follows:

Names	Addresses
Juan Manuel Pérez	Km 1,5 vía Durán Tambo, Guayaquil Ecuador
Carlos Augusto Villamizar	Calle 70 No.7-60 Of. 102 Bogotá Colombia
Vicente Chang-Say Yon	Avenida Oscar R. Benavides 380 Of. 701. Miraflores Lima Perú
Guillermo Nieto	Avenida Argentina 4792 Callao Perú
Boris Coto C.	1,5 kilómetros al este del Periódico La Nación Llorente de Tibás San José Costa Rica
Rodrigo Velasco	Carrera 3 Oeste N° 11-275 Cali Colombia
Jorge E. Cepeda H.	Suite 1607, Two Datan Center 9130 South Dadeland Boulevard Miami, Florida USA

Aníbal José Mocchi

Avda. Aviadores del Chaco 3301  
casi Stma. Trinidad  
Asunción  
Paraguay

The initial members of the Board of Directors shall serve until September 24<sup>th</sup>, 2004 at which time their successors are duly elected and qualified, or removed as provided in these Articles and the Bylaws. The initial Directors may be reelected.

#### ARTICLE XI MANNER OF ELECTION OF DIRECTORS

The Directors shall be elected by the Members at each annual meeting for a one-year term, except for the initial Board of Directors.

Each of the three Regional Councils shall recommend every year three of its Members or Member's representatives as eligible for election as Directors at each annual meeting of Members, and no other person shall be eligible for election as Director.

The Members of the Corporation may from time to time, in general meeting, increase or decrease the number of Directors always provided that in any such increase or decrease the number of Directors to be elected it may also be determined by the respective Regional Council to appoint such Director or name the Director to be relieved, in case of reduction.

The Directors shall have power at any time, and from time to time to elect any person to be a Director to fill a casual vacancy left by a Director; but any person so chosen by the respective Regional Council shall retain his or her office so long as the vacating director would have retained the same if no vacancy had occurred.

The Members of the Corporation may in general meeting remove any Director before the expiration of his or her period of office notwithstanding anything in these Articles or in the Bylaws. Such removal shall be without prejudice to any claim such Director may have against the Corporation. The Members of the respective Regional Council shall elect another person in place of the Director removed from office.

## ARTICLE XI COMMITTEES

The Board of Directors may designate and appoint one or more Committees, each of which shall consist of one or more Directors or Members, which shall have the authority provided by the Board of Directors in the designating resolution or the Bylaws. Such a committee shall have no authority to act on behalf of the Board of Directors but may otherwise undertake whatever tasks they are assigned and may make recommendations to the Board of Directors.

Each committee appointed by the Directors may, unless otherwise directed by the Directors, adopt such rules and regulations for the conduct of its affairs as it may deem desirable. All adopted rules and regulations shall be appropriate for the conduct of the Committee's affairs, consistent with the policy of the Corporation and subject to review and approval by the Directors whenever the Directors may deem such review and approval desirable.

## ARTICLE XII BYLAWS

The Members shall have the power to make such Bylaws as it may deem proper for the management of the affairs of the Corporation. Amendments to the Bylaws and other rule

and regulations of the Corporation shall be made in accordance with the Bylaws. The Members are the only ones authorized to make, alter, amend, or repeal the Bylaws of the Corporation, with a vote of no less than 51% of the attending Members at said meeting.

### ARTICLE XIII OFFICERS

The Corporation shall have such Officers selected from among their Directors as may from time to time be prescribed by the Bylaws. The Board of Directors may appoint as Officers other than not Directors of the Corporation. Their terms of office and the manner of their designation or selection shall be determined according to the Bylaws in effect.

The first Officers of the Corporation shall be:

Office	Name	Address
Chairman	Juan Manuel Pérez	Km 1,5 vía Durán-Tambo Guayaquil Ecuador
Treasurer	Jorge E. Cepeda H.	Suite 1607, Two Datran Center 9130 South Dadeland Boulevard Miami, Florida USA
Secretary	Carlos Augusto Villamizar	Calle 70 No.7-60, Of 102 Bogotá Colombia
Assistant Secretary	Alberto Amoros	Suite 1607, Two Datran Center 9130 South Dadeland Boulevard Miami, Florida USA



Coordinator

Vicente Chang Say Yon

Avenida Oscar R. Benavides 380  
Of. 701  
Miraflores  
Lima  
Perú

#### ARTICLE XIV PERSONAL LIABILITY

No Member, Officer, or Director of this corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the Members, Officers, or Directors be subject to the payment of the debts or obligations of the Corporation.

The Directors of the Corporation shall not be personally liable to the Corporation or its Members for or with respect to any acts or omissions in the performance of his or her duties, as a Director, except liability:

- a. for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;
- b. for acts or omissions which involve intentional misconduct or a knowing violation of law;
- c. or the types of liability set forth in the Florida Non For Profit Corporation Act Section 617.0834 or
- d. for any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article XIV shall be prospective only and shall not adversely affect any limitation on the liability of a Director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

If the Florida Not For Profit Corporation Act is amended, after these Articles of Incorporation become effective, to authorize corporate action further eliminating or limiting the liability of directors, then, without further corporate action, the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Florida Not For Profit Corporation Act, as so amended.

## ARTICLE XV INDEMNIFICATION

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Florida. The Board of Directors may authorize the Corporation to pay, or cause to be paid by means of insurance or otherwise, any judgment or fine rendered or levied against a present or former director, officer, employee, or agent of the Corporation in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a director, officer, employee, or agent of the Corporation, provided that the Board of Directors shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he or she reasonably believed to be in the best interests of the Corporation. Payments authorized hereunder include amounts paid and expenses incurred (including attorneys' fees) in satisfaction of any liability or penalty or in settling any action or threatened action, but in no event shall this Article permit payment of any amount, payment of which would give rise to any liability for taxes or penalties under the Internal Revenue Code of 1986, as amended, if the corporation is at such time a private foundation.

ARTICLE XVI  
DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII  
INCORPORATOR

The incorporator of the Corporation is Jorge E. Cepeda H., 9130 South Dadeland Boulevard, Suite 1607, Miami, Florida 33156-7851, USA.

ARTICLE XVIII  
REGISTERED AGENT

The name and Florida street address of the Registered Agent is: Jorge E. Cepeda H., 9130 South Dadeland Boulevard, Suite 1607, Miami, Florida 33156-7851, USA.

ARTICLE XIX  
FOUNDER MEMBERS

The Founders Members of the Corporation shall be those who become members of

the Corporation until September 24, 2004. After this date, any new member shall be either an Active, Promoter or Honorary member.

## ARTICLE XX AMENDMENTS

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed; and, other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in articles of incorporation may be added or inserted, upon the vote of 51% of the Members voting at said meeting on any proposed amendment, that at that time are in good standing and entitled to vote, and all rights at any time conferred upon the Members of the Corporation by these Articles of Incorporation are subject to the provisions of this Article XX.

The term "these Articles of Incorporation" as used herein and in the Bylaws of the Corporation shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 4th day of August 2003.



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Jorge E. Cepeda H.


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

03 AUG -5 AM 11:55

In compliance with the Florida Not For Profit Corporation Act, the following is submitted:

First, That, Asociación Latinoamericana de la Industria Nacional de Agroquímicos, Inc. desiring to organize under the Florida Not For Profit Corporation Act, has named Jorge E. Cepeda H. of 9130 South Dadeland Boulevard, # 1607, Miami, County of Miami-Dade, State of Florida, Zip Code 33156, as its statutory Registered Agent.

Second, That having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping the registered office open, and I accept the obligations of section 617.0503 F. S.



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Jorge E. Cepeda H.  
Registered Agent

Dated: this 4th day of August of 2003.