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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**FEDERACION AMERICANA DE SOCIEDADES AGROQUIMICAS, INC**

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January 15, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

THE FARR LAW FIRM

SUBJECT: FEDERACION AMERICAN DE SOCIEDADES AGROQUIMICAS, INC.  
REF: W08000002065

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Please accept our apology for failing to mention this in our previous letter.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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Carolyn Lewis  
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January 14, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

THE FARR LAW FIRM

SUBJECT: FEDERACION AMERICAN DE SOCIEDADES AGROQUIMICAS, INC. (FASA)  
REF: W08000002065

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

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Tim Burch  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H08000008043  
Letter Number: 008A00002791

**ARTICLES OF INCORPORATION OF  
FEDERACIÓN AMERICANA DE  
SOCIEDADES AGROQUÍMICAS, INC.**  
A Florida Not-For-Profit Corporation

The undersigned person, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

**The name of this corporation is FEDERACIÓN AMERICANA DE SOCIEDADES AGROQUÍMICAS, INC. , a Florida not-for-profit corporation.**

**ARTICLE II**

The address of the principle office of the corporation and its mailing address is:

23395 INDUSTRIAL PARK, UNIT 16  
PORT CHARLOTTE, FL 33980

**ARTICLE III  
DURATION**

This corporation shall have perpetual duration.

**ARTICLE IV  
PURPOSES**

The general purpose of this corporation shall be for any and all lawful purposes, not for pecuniary profit, including but not limited to the service, support and development of the agrochemical industry needs in the United States of America and around the world; to promote balanced competition in the generic product industry, protect the environment; and to educate the government and end-users of better management of pesticides (chemicals, biological, botanical and bio-pesticides, etc.).

**ARTICLE V  
POWERS**

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

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**ARTICLE VI  
MEMBERS**

This corporation is organized upon a non-stock basis.

The qualification for members and the manner of their admission shall be as regulated by the By-Laws.

The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding-up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.


**ARTICLE VII  
REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the corporation and name of its initial Registered Agent at such address is:

ROGER H. MILLER III, ESQ.,  
FARR, FARR, EMERICH, HACKETT AND CARR, P.A.  
99 NESBIT STREET  
PUNTA GORDA, FLORIDA 33950

**ACCEPTANCE**

*Having been named as registered agent and to accept service of process for the above stated corporation 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 607, F.S.*

  
\_\_\_\_\_  
ROGER H. MILLER III, Registered Agent

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TALAHASSEE, FLORIDA

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**ARTICLE VIII  
DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. The number of Directors shall initially be nine (9); provided, however, that additional Directors may be added as provided by the By-Laws.

The names and residence addresses of the initial Directors are:

NAME	ADDRESS
JOSE A. LOPEZ	<b>MARKETING ARM INTERNATIONAL, INC.</b> 23395 JANICE AVENUE, UNIT #16 PORT CHARLOTTE, FL 33980
GERRY L LOPEZ	<b>AMERICAN BIOLOGICAL, INC.</b> 23395 JANICE AVENUE, UNIT #18 PORT CHARLOTTE, FL 33980
MONICA LUNA	<b>MARKETING ARM INTERNATIONAL, INC.</b> 23395 JANICE AVENUE, UNIT #16 PORT CHARLOTTE, FL 33980
JORGE CEPEDA	<b>EXCEL AG, CORP.</b> 7300 NORTH KENDALL DRIVE, SUITE 521 MIAMI, FLORIDA 33156, USA
JUAN MANUEL PEREZ	<b>CRYSTAL CHEMICAL DE ECUADOR</b> KM 1 ½ VIA DURAN, TAMPO GUAYQUIL, ECUADOR, S.A.
VICENTE CHANG SAY	<b>SERFI, S. A.</b> AVENIDA OSCAR BENAVIDES (EXDIAGONAL) 380, OFICINA 701, MIRAFLORES, LIMA , PERU
VICTOR WATTS	<b>TIENDAS AGROPECUARIAS</b> CALLE B SUR Y AVE. 9na OESTE, SAN MATEEO, DAVID, CHIRIQUI, REP. PANAMA
ORLANDO HHERNANDEZ	<b>MARKETING ARM HONDURAS</b> ANILLO PERIFERICO, KENEDY UNAH TEGUCIGALPA, HONDURAS
DIEGO MAYOL	<b>MAYOL &amp; ASOCIADOS</b> PARAGUAY 1225 PISO 10 & 12 CP 157, BUENOS AIRES, ARGENTINA

The above-named initial "Founder Directors" shall remain as Directors of the Corporation until their death or resignation. The method of election of Directors shall be as stated in the By-Laws.

**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator is:

ROGER H. MILLER III, ESQ.,  
FARR, FARR, EMERICH, HACKETT AND CARR, P.A.  
99 NESBIT STREET  
PUNTA GORDA, FLORIDA 33950

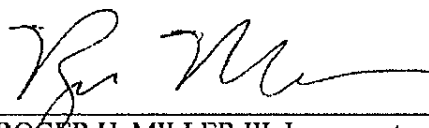
**ARTICLE X  
DISSOLUTION**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed pursuant to the By-Laws of the corporation.

**ARTICLE XI  
AMENDMENT**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors. Notwithstanding the Directors power to amend these Articles of Incorporation, the initial Directors shall remain directors until their death or resignation.

The undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation of **FEDERACIÓN AMERICANA DE SOCIEDADES AGROQUÍMICAS, INC.**, incorporated on this 10<sup>th</sup> day of January, 2008.



ROGER H. MILLER III, Incorporator

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TALLAHASSEE, FLORIDA

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