

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0071  
904-222-0393 FAX

800-342-8086



**P95000041730**

ACCOUNT NO. : 072100000032

REFERENCE : 605917 8077A

AUTHORIZATION :

*Patricia Pyzdek*

800001500558

COST LIMIT : \$ 70.00

ORDER DATE : May 26, 1995

ORDER TIME : 12:29 PM

ORDER NO. : 605917

CUSTOMER NO: 8077A

CUSTOMER: Judith A. Freundt, Legal Asst  
MIGUEL A. MARTIN, ESQ

Suite 830  
848 Brickell Avenue  
Miami, FL 33131

RECEIVED  
05 MAY 26 PM 2:33  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: CHEMINOVA INTERNATIONAL, INC.

FILED  
05 MAY 26 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:                      **MAY 26 1995** **BSB**

FILED  
95 MAY 26 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CHEMINOVA INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CHEMINOVA INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 6073 Northwest 167th Street, Unit C-20, Miami, Florida 33015, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$10.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Aly Santa Marta  
Dir.

6073 Northwest 167th Street  
Unit C-20  
Miami, Florida 33015

Rafael Malouf  
Dir.

Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 26, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-9172

800-342-8086

P95000041730



CHEMINOVA CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 605917 8077A

AUTHORIZATION :

COST LIMIT : \$35.50

Patricia Payne

ORDER DATE : May 26, 1995

ORDER TIME : 2:36 PM

ORDER NO. : 605917

CUSTOMER NO: 8077A

CUSTOMER: Judith A. Freundt, Legal Asst  
Miguel A. Martin, Esq  
Suite 830  
248 Brickell Avenue  
Miami, FL 33131

800000 800000

DOMESTIC AMENDMENT FILING

NAME: CHEMINOVA INTERNATIONAL, INC.

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

95 JUN -1 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

6/2  
Jennifer Moran  
Amend.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
55 JUN -1 PM 4:26

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

ARTICLE VI of the Articles of Incorporation of  
CHEMINOVA INTERNATIONAL, INC. shall be amended to read as  
follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under  
the authority of, and the business and affairs of the  
corporation managed under the direction of its Board of  
Directors, subject to any limitation set forth in these  
Articles of Incorporation. This corporation shall have  
two Directors. The names and addresses of the members of  
the Board of Directors are:

Aly Santa Marta  
Dir.

6073 Northwest 167th Street  
Unit C-20  
Miami, Florida 33015

Robert Malouf  
Dir.

Same

All other paragraphs and articles of the Articles of  
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator  
without shareholder action because shareholder action was not  
required.

The foregoing amondmont was adopted on the 1st day  
of June , 1995.

Corporaton Service Company

  
BY: Its Incorporator,  
Its Agent, Gail Shelby

P95000041730

Requestor's Name

LAW OFFICES  
M. A. MARTIN & ASSOCIATES, P.A.  
848 BRICKELL AVENUE, SUITE 830  
MIAMI, FLORIDA 33131

600001860266  
-06/12/96--01108--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

FILED  
96 JUN 12 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS JUN 20 1996

RA Chg.

Examiner's Initials

\_\_\_\_\_



Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Cheminova International, Inc.

1b. Date of incorporation May 26, 1995 Document number P95000041730

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

Corporate Service Company

1201 Hays Street, Tallahassee, Florida 32301-2525

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

Miguel A. Martin

848 Brickell Avenue, Suite 830, Miami, Florida 33131

FILED  
95 JUN 12 PM 12:35  
TALLAHASSEE, FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

*R. Malouf*  
SIGNATURE  
6-5-1996  
DATE

ROBERT D. MALOUF  
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *[Signature]*  
DATE 6/7/96 (Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314