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CERTIFIED PUBLIC ACCOUNTANTS

4608 KINSEY DRIVE, TYLER, TEXAS 75703, 214/581-3883

MELVIN J. STIEFEL, JR. C.P.A.  
C. THOMAS LYLES, C.P.A.  
JAMES R. ALLEN, C.P.A.

August 4, 1999

Michael Mays  
Document Specialist  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-08/09/99--01033--007  
\*\*\*\*285.00 \*\*\*\*285.00

Dear Sir:

Enclosed is the original Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for Favorite Products LTD.

Also enclosed is the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Affidavit of Membership and Contributions of Foreign Limited Liability Company and original certificate of existence for Agro Services LLC. A check has been included in the amount of \$285.00 for \$250.00 filing fee and \$35.00 filing fee for Agro Services LLC.

59 AUG 26 AM 8:00  
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Sincerely,

Melvin J. stiefel, Jr.  
Certified Public Accountant

jk

### RESOLUTION OF MANAGING MEMBERS OR MANAGERS

I, the undersigned Pierre de Wet  
(Name)

do hereby certify that this Resolution of the Managing Members or Managers of

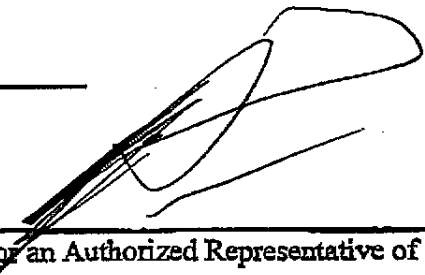
Agro Services LLC  
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of  
Texas, was duly adopted on 4-12, 1999

Be it resolved, that Agro Services LLC  
(Name of Limited Liability Company)

organized and existing in the state of Texas, hereby adopts the  
name of Agro Services of Tyler LLC for use in Florida.

Dated: 8-24-99

  
\_\_\_\_\_  
Signature of a Member or an Authorized Representative of a Member  
Pierre de Wet, President

1/16/98

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Agro Services LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Texas  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2824760  
(FEI number, if applicable)
4. 4/12/99  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 4/12/99  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 116 E. Heritage Drive, Suite #106, Tyler, TX 75703  
(Street address of principal office)

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 SECRETARY OF STATE

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:
<u>Pierre de Wet</u>	<u>MGR.</u>	_____	_____
<u>116 E. Heritage Dr. #106</u>		_____	
<u>Tyler, TX 75703</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

9. 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.)

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Agro Services LLC certifies:

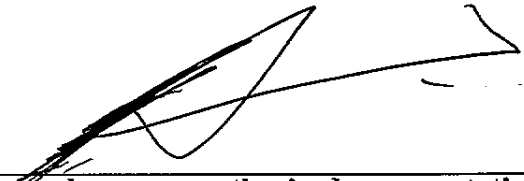
1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,000.00 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ .00 ;  
(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 \$ 1,000.00 ;  
(This total includes amounts from 2 and 3 above.)

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**Signature of a member or an 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.)

Pierre de Wet

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

### 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

AGRO SERVICES, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

BEN CROSBY  
(Name)

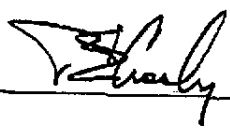
5901 CR 721  
Florida street address (P.O. Box NOT ACCEPTABLE)

LORIDA FL 33857  
City/State/Zip

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

  
\_\_\_\_\_  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**



# The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Organization of

AGRO SERVICES, LLC  
File No. 07049492-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on July 26, 1999.*

Elton Bomer  
Secretary of State

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