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C T CORPORATION SYSTEM

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City State Zip Phone

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CORPORATION(S) NAME

Aventis Cotton Seed International, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. Aventis Cotton Seed International, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. Delaware
(State or country under the law of which it is incorporated)
- 3. 51-0388310
(FEI number, if applicable)
- 4. November 25, 1998
(Date of incorporation)
- 5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
- 6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
- 7. 2 TW Alexander Dr., RTP, NC 27709
(Current mailing address)
- 8. Research, development and breeding of cotton seed
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
- 9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)
- 10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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.

C T Corporation System

(Registered agent's signature) (Officer)
ALLAN FARNELL
ASSISTANT SECRETARY
(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Wale G. Shelley
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. TREASURER
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

CORPORATE DATA INFORMATION
AVENTIS COTTON SEED INTERNATIONAL, INC.

DIRECTORS/ADDRESS:

Graham Claude Windeatt	CSD, PO Box 117 Shenstone, Culgorra Road Wee Waa New South Wales 2388 Australia
Neil Sowerby	Macerby Plantation P.O. Box 70 Tintenbar 2478 New South Wales Australia
Maurice Delage	Aventis CropScience USA Inc. P.O. Box 12014 2 T.W. Alexander Drive Research Triangle Park, NC 27709
Lutz Krafft, Dr.	Aventis CropScience GmbH Hoest Works, Gate South, K-607 D-65926 Frankfurt am Main Germany

OFFICERS/ADDRESS:

Franz Eversheim – President	Aventis CropScience GmbH Hoest Works, Gate South, K-607 D-65926 Frankfurt am Main Germany
Mike Gilbert- Vice President	Aventis CropScience USA LP 103 Erskine Lubbock, TX 79403
Dale Shelley –Treasurer	Aventis CropScience USA Inc. P.O. Box 12014 2 T.W. Alexander Drive Research Triangle Park, NC 27709
Heather A. Benjamin- Secretary	Aventis CropScience USA Inc. P.O. Box 12014 2 T.W. Alexander Drive Research Triangle Park, NC 27709
Karen J. Weiner – Assistant Secretary	Aventis CropScience USA Inc. P.O. Box 12014 2 T.W. Alexander Drive Research Triangle Park, NC 27709

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AVENTIS COTTON SEED INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2970899 8300

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AUTHENTICATION:

0606105

DATE:

08-08-00