

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: AGRI BRANDS INTERNATIONAL, INC  
(Name of corporation - must include suffix)

F 980000001700

Dear Sir or Madam:

800002468628--1  
-03/26/98-01010--005  
\*\*\*\*131.25 \*\*\*\*131.25

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

W98-6057

JANINE CURTIS ROBINSON

(Name of Person)

AGRI BRANDS INTERNATIONAL, INC.

(Firm/Company)

9811 South Forty Drive

(Address)

St. Louis, Missouri 63124

(City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 MAR 25 PM 1:57  
FILED  
3/25

Should you need to call someone concerning this matter, please call:

Janine Curtis Robinson at ( 314 ) 812-0505  
(Name of Person) (Area Code & Daytime Telephone Number)

\* submitted certified copy.

COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 18, 1998

JANINE CURTIS ROBINSON  
AGRIBRANDS INTERNATIONAL, INC.  
9811 S. FORTY DR.  
ST. LOUIS, MO 63124

SUBJECT: AGRIBRANDS INTERNATIONAL, INC.  
Ref. Number: W98000006057

We have received your document for AGRIBRANDS INTERNATIONAL, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 598A00014636

**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. AGRIBRANDS 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. MISSOURI 3. 43-1794250  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 6, 1997 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NOT APPLICABLE  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9811 South Forty Drive  
St. Louis, Missouri 63124  
(Current mailing address)

8. The manufacture, distribution, marketing and sale of animal nutrition and health services and products, processing and marketing of products therefrom, the services and products related thereto.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C. T. CORPORATION SYSTEM

Office Address: 1200 South Prine Island Road

Plantation, Florida, 33324  
(Zip code)

10. Registered agent's acceptance: SEE ATTACHED ACCEPTANCE LETTER

*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 obligations of my position as registered agent.*

SEE ATTACHED ACCEPTANCE LETTER

\_\_\_\_\_  
(Registered agent's signature)

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.

FILED  
98 MAR 25 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director  
~~Chairman~~: B. G. ARMSTRONG  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Director  
~~Vice Chairman~~: M. J. COSTELLO  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Director: H. N. EICHER  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Director: J. M. RINGWALD  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

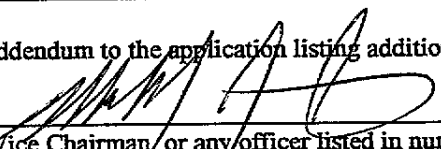
President: B. G. ARMSTRONG  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Vice President: D. R. WENZEL  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Secretary: M. J. COSTELLO  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Treasurer: D. R. WENZEL  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

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

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

14. Michael J. Costello, Vice President  
(Typed or printed name and capacity of person signing application)

FILED  
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SECRETARIAT OF THE  
TALLAHASSEE FLORIDA

**ADDENDUM**

**12. A. DIRECTORS**

Director: D. R. Wenzel  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Director: R. D. Winney  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

**12. B. OFFICERS**

Vice President: M. J. Costello  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Assist. Secretary: R. B. Weinel  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Assist. Secretary: N. E. Hamilton  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Assist. Secretary: T. L. Grosch  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Assist. Secretary: J. M. Andis  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Assist. Treasurer: W. J. Schwartz  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Assist. Treasurer: J. R. Elsesser  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Assist. Treasurer: R. B. Weinel  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

Assist. Treasurer: R. W. Rickert  
Address: 9811 South Forty Drive  
St. Louis, Missouri 63124

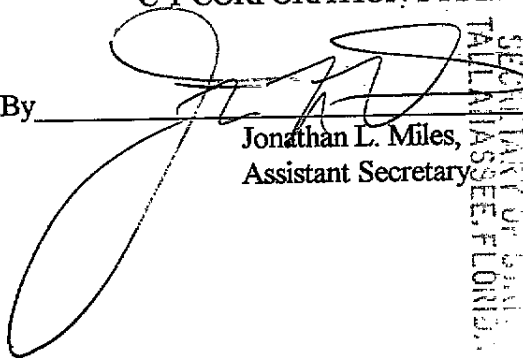
**FILED**  
98 MAR 25 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

RE: **AGRIBRANDS INTERNATIONAL, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: March 5, 1998

By  \_\_\_\_\_  
Jonathan L. Miles,  
Assistant Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR 25 PM 1:57

FILED

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF CORPORATE GOOD STANDING

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 MAR 25 PM 1:57

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT AGRIBRANDS INTERNATIONAL, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 6TH DAY OF OCTOBER, 1997, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 23RD DAY OF MARCH, 1998.

*Rebecca McDowell Cook*  
Secretary of State

