

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

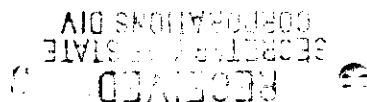
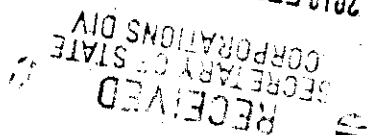
1. The name of the corporation is Syngenta Flowers, Inc.
2. It is incorporated under the laws of Florida
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
4. The date of its incorporation is September 2, 1988 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1200 South Pine Island Road, Plantation, FL 33324
6. The address of its proposed registered office in Rhode Island is 155 South Main Street, Suite 301
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C.T. Corporation System
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Sale of Seeds and Flowers

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address	By
Director	<u>Jim Kroenke</u>	<u>See Attached</u>	<u>DS 1127</u> <u>110291</u>
Director	<u>William Kennev</u>	<u>See Attached</u>	
Director	_____	_____	
Director	_____	_____	



- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>Gary Falkenstein</u>	<u>See Attached</u>
Vice President	<u>Steve Mitchell</u>	
Treasurer	<u>William Kenney</u>	<u>See Attached</u>
Secretary	<u>Laura Westby</u>	<u>See Attached</u>

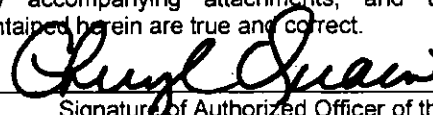
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>Common</u>		<u>NO par value</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 10,400,000.00
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 0
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 73,000.00
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 28, 2010



Signature of Authorized Officer of the Corporation

Cheryl Quain, Assistant Secretary

Type or Print Name of Authorized Officer

Syngenta Flowers, Inc. List of Officers and Directors:

Gary Falkenstein, President, 6899 Winchester Circle, Suite 102, Boulder, CO 80301

Tim Kroenke, Director and Vice President, 6899 Winchester Circle, Suite 102, Boulder, CO 80301

Steve Mitchell, Vice President, 410 Swing Road, Greensboro, NC 19803

William Kenney, Director and Treasurer, 4343 Commerce Court, Lisle, IL

Barb Kinsey, Assistant Treasurer, 11055 Wayzata Blvd., Minnetonka, MN 55305

Henry Graef, Assistant Treasurer, 2200 Concord Pike, P.O. Box 8353, Wilmington, DE 19803

Tom Neylon, Assistant Treasurer, 2200 Concord Pike, P.O. Box 8353, Wilmington, DE 19803

Laura Westby, Secretary, Schwarzwaldallee 215, Basel, Switzerland

Cheryl Quain, Assistant Secretary, 2200 Concord Pike, P.O. Box 8353, Wilmington, DE 19803

State of Florida

Department of State

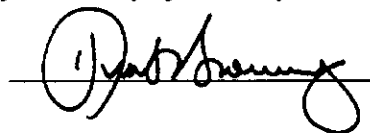
I certify from the records of this office that SYNGENTA FLOWERS, INC. is a corporation organized under the laws of the State of Florida, filed on September 2, 1988.

The document number of this corporation is K32378.

I further certify that said corporation has paid all fees due this office through December 31, 2010, that its most recent annual report was filed on January 21, 2010, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the Great Seal of
Florida, at Tallahassee, the Capital, this the
Twenty Ninth day of January, 2010*



Secretary of State



Authentication ID: 200167562052-012910-K32378

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

