

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

L99000004551

CONTACT: CINDY HICKS

DATE: 10-23-01

REF. #: 0150.2749

CORP. NAME: Hemispheric Underwriting Managers, L.L.C.
merging into Hemispheric Holding Co., L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 23 PM 12:06

APPROVED
AND
FILED

- | | | |
|--|---|--|
| ☐ ARTICLES OF INCORPORATION | ☐ ARTICLES OF AMENDMENT | ☐ ARTICLES OF DISSOLUTION |
| ☐ ANNUAL REPORT | ☐ TRADEMARK/SERVICE MARK | ☐ FICTITIOUS NAME |
| ☐ FOREIGN QUALIFICATION | ☐ LIMITED PARTNERSHIP | ☐ LIMITED LIABILITY |
| ☐ REINSTATEMENT | ☒ MERGER | ☐ WITHDRAWAL |
| ☐ CERTIFICATE OF CANCELLATION | ☐ UCC-1 | ☐ UCC-3 |
| ☐ OTHER: | | |

GU1295980072-4
-10/23/01-01041-017
*****80.00

STATE FEES PREPAID WITH CHECK# 500552 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

800004650078--3
-10/23/01-01041-017
*****80.00 *****80.00

COST LIMIT: \$

LEASE RETURN:

- | | | |
|--|---|---|
| ☒ CERTIFIED COPY | ☐ CERTIFICATE OF GOOD STANDING | ☐ PLAIN STAMPED COPY |
| ☐ CERTIFICATE OF STATUS | | |

Examiner's Initials

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01 OCT 23 AM 10:30
DIVISION OF CORPORATE FILINGS
TALLAHASSEE, FLORIDA

10-23-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

HEMISPHERIC UNDERWRITING MANAGERS, L.L.C., A FLORIDA ENTITY
L99000004550

INTO

**HEMISPHERIC HOLDING CO., L.L.C. which changed its name to GRUPO
PRIMARY UNDERWRITING LLC**, a Florida entity, L99000004551

File date: October 23, 2001

Corporate Specialist: Trevor Brumbley

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TALLAHASSEE, FLORIDA

01 OCT 23 PM 12:08

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**ARTICLES OF MERGER
OF
HEMISPHERIC UNDERWRITING MANAGERS, L.L.C.
INTO
HEMISPHERIC HOLDING CO., L.L.C.**

Pursuant to the provisions of Section 608.438 of the Florida Limited Liability Company Act, Hemispheric Underwriting Managers, L.L.C., a Florida limited liability company, and Hemispheric Holding Co., L.L.C., a Florida limited liability company, adopt the following Articles of Merger for the purpose of merging Hemispheric Underwriting Managers, L.L.C. with and into Hemispheric Holding Co., L.L.C. (the "Merger"), with Hemispheric Holding Co., L.L.C. as the surviving company (the "Surviving Company").

FIRST: The names, street address, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hemispheric Underwriting Managers, L.L.C. Douglas Centre, 2600 Douglas Road Suite 807 Coral Gables, Florida 33134 Florida Document No.: L99000004550 FEIN: 650941892	Florida	limited liability company
Hemispheric Holding Co., L.L.C. Douglas Centre, 2600 Douglas Road Suite 807 Coral Gables, Florida 33134 Florida Document No.: L99000004551 FEIN: 650941890	Florida	limited liability company

SECOND: The name, street address, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hemispheric Holding Co., L.L.C. Douglas Centre, 2600 Douglas Road Suite 807 Coral Gables, Florida 33134 Florida Document No.: L99000004551 FEIN: 650941890	Florida	limited liability company

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TALLAHASSEE, FLORIDA

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THIRD: The Articles of Organization of Hemispheric Holding Co., L.L.C. shall be the Articles of Organization of the Surviving Company, except that Article I of the Articles of Organization of the Surviving Company is deleted in its entirety and shall read as follows:

"ARTICLE I-Name

The name of the Company is GRUPO PRIMARY UNDERWRITING LLC"

FOURTH: The Plan of Merger attached hereto as Exhibit "A" is incorporated herein and constitutes a part of these Articles of Merger. The Plan of Merger was adopted by the members of Hemispheric Underwriting Managers, L.L.C. and the Surviving Company in accordance with Section 608.438 of the Florida Limited Liability Company Act and such Plan and the Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

FIFTH: The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the Merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 15th day of October, 2001.

HEMISPHERIC UNDERWRITING MANAGERS, L.L.C.,
a Florida limited liability company

By its Sole Member

Hemispheric Holding Co., L.L.C., a Florida limited liability company

By: [Signature] NR
Its: Secretary

-and-

[Signature] JJ
Julio Jimenez, Initial Manager

HEMISPHERIC HOLDING CO., L.L.C.,
a Florida limited liability company

By its Sole Member

Grupo Primary Holdings, Ltd., a Bermuda corporation

By: [Signature]
Its: Director

-and-

[Signature] JJ
Julio Jimenez, Initial Manager

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EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER is submitted in compliance with section 608.4381, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving entity is:

<u>Name</u>	<u>Jurisdiction</u>
HEMISPHERIC HOLDING CO., L.L.C.	a Florida limited liability company

SECOND: The name and jurisdiction of each merging entity is:

<u>Name</u>	<u>Jurisdiction</u>
HEMISPHERIC UNDERWRITING MANAGERS, L.L.C.	a Florida limited liability company
HEMISPHERIC HOLDING CO., L.L.C.	a Florida limited liability company

THIRD: The Articles of Organization of Hemispheric Holding Co., L.L.C. (the "Surviving Company") shall be the Articles of Organization of the Surviving Company, except that Article I of the Articles of Organization of the Surviving Company is deleted in its entirety and shall read as follows:

"ARTICLE I-Name

The name of the Company is GRUPO PRIMARY UNDERWRITING LLC"

FOURTH: The terms and conditions of the merger are as follows:

The merger shall become effective upon filing the Articles of Merger with the Secretary of State of Florida (the "Effective Date"). Upon the Effective Date, Hemispheric Underwriting Managers, L.L.C. (the "Merged Company") and the Surviving Company shall become a single limited liability company and the separate existence of the Merged Company shall cease. The Surviving Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Company shall vest in the Surviving Company without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Company shall not revert or in any way be impaired by reason of the Merger.

FIFTH: The manner and basis of converting the interests of the members of each limited liability company into interests, partnership interests, shares, obligations, or other securities of the surviving entity or any other entity or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Each member of Merged Company shall receive a membership interest in the Surviving Company representing the same percentage in the share ownership of such member in the Merged Company.

SIXTH: The Surviving Company is a limited liability company and management thereof shall initially be vested in one or more managers as prescribed in the Articles of Organization of the Surviving Company. The name and address of the manager is as follows:

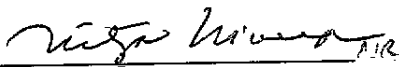
Julio Jimenez
Douglas Centre, 2600 Douglas Road
Suite 807
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on this 15th day of October, 2001.

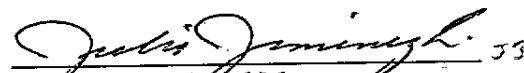
HEMISPHERIC UNDERWRITING MANAGERS, L.L.C.,
a Florida limited liability company

By its Sole Member

Hemispheric Holding Co., L.L.C., a Florida limited liability company

By:  JR
Its: Secretary

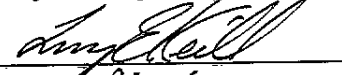
-and-

 JJ
Julio Jimenez, Initial Manager

HEMISPHERIC HOLDING CO., L.L.C.,
a Florida limited liability company

By its Sole Member

Grupo Primary Holdings, Ltd., a Bermuda corporation

By: 
Its: Director

-and-

 JJ
Julio Jimenez, Initial Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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