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P2000062332

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MERGER OR SHARE EXCHANGE  
ROSSLAND USA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation is: **ROSSLAND USA, INC.**, a Florida corporation (Document No. P02000062332).

**SECOND:** The name and jurisdiction of the merging corporation is: **ROSSLAND, INC.**, a Florida corporation (Document No. P13000094904).

**THIRD:** The Plan of Merger (the "Plan of Merger") is attached hereto.

**FOURTH:** The merger shall become effective at the time and on the date these Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by the shareholders of the surviving corporation on November 26, 2013.

**SIXTH:** The Plan of Merger was adopted by the shareholders of the merging corporation on November 26, 2013.

IN WITNESS WHEREOF, each corporation has executed these Articles of Merger as of this 26th day of November, 2013.

**ROSSLAND USA, INC., a Florida corporation**

By:   
\_\_\_\_\_  
Fernando Abello Torre, President

**ROSSLAND, INC., a Florida corporation**

By:   
\_\_\_\_\_  
Fernando Abello Torre, President

**PLAN OF MERGER**

This Plan of Merger is made by and between **ROSSLAND USA, INC.**, a Florida corporation and **ROSSLAND, INC.**, a Florida corporation.

**FIRST:** The name and jurisdiction of the surviving corporation is Rossland USA, Inc., a corporation organized under the laws of the State of Florida (the "Surviving Corporation").

**SECOND:** The names and jurisdiction of the merging corporation is Rossland, Inc., a corporation organized under the laws of the State of Florida (the "Absorbed Corporation").

**THIRD:** The terms and conditions of the merger are as follows:

(a) The Absorbed Corporation shall merge with and into the Surviving Corporation.

(b) On and after the Effective Time, the Surviving Corporation shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the Florida Statutes, and the separate existence of the Absorbed Corporation shall cease. The Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.

**FOURTH:** At the Effective Time, the shares of the Surviving Corporation, all of which are owned by the Absorbed Corporation, shall be surrendered and cancelled. No consideration shall be issued for the cancellation and surrender of such shares. At the Effective Time, each share of the Absorbed Corporation shall be surrendered and cancelled and shall be converted into one share of the Surviving Corporation, and the shareholders of the Absorbed Corporation shall receive one share of the Surviving Corporation for each outstanding share of the Absorbed Corporation.

**FIFTH:** On and after the Effective Time, the Articles of Incorporation and Bylaws of the Surviving Corporation shall continue in effect, without change.

**SIXTH:** The merger shall be effective as of the date and time of the filing of the Articles of Merger with the Department of State (the "Effective Time").

**SEVENTH:** The Absorbed Corporation and the Surviving Corporation shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein provided.

**[SIGNATURES FOR PLAN OF MERGER ON NEXT PAGE]**

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**[SIGNATURE PAGE FOR PLAN OF MERGER]**

IN WITNESS WHEREOF, each corporation has executed this Plan of Merger as of this 26 day of November, 2013.

**ROSSLAND USA, INC., a Florida corporation**

By: 

Name: Fernando Abello Torre  
Title: President

**ROSSLAND, INC., a Florida corporation**

By: 

Name: Fernando Abello Torre  
Title: President

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