

From:

Division of Corporations

01/08/2013 03:25

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MERGER OR SHARE EXCHANGE  
AVEMEX INTERNATIONAL LLC

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From:

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#361 P.002/003

**CERTIFICATE OF MERGER**

**OF**

**JACS LTD,**  
a Delaware corporation

**and**

**AVEMEX INTERNATIONAL LLC,**  
a Florida limited liability company

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Pursuant to Title 8, Section 252(c), of the Delaware General Corporation laws, the undersigned limited liability company executed the following Certificate of Merger:

A. The name of the surviving limited liability company is AVEMEX INTERNATIONAL LLC, a Florida limited liability company and the name of the corporation being merged into this surviving limited liability company is JACS LTD., a Delaware corporation.

B. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each the surviving limited liability company and the merging corporation.

C. The name of the surviving entity is:

**AVEMEX INTERNATIONAL, LLC**  
a Florida limited liability company.

D. The merger is to become effective on December 31<sup>st</sup> 2012.

E. The Agreement of Merger is on file at the place of business of the surviving limited liability company, which is located at:

2600 So. Douglas Road, Suite 1007  
Coral Gables, Florida 33134

the place of business of the surviving entity.

F. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company or stockholder of the merging corporation.

G. The surviving limited liability company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent

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corporation or limited liability company of Delaware, as well as for the enforcement of any obligation of the surviving limited liability company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocable appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving limited liability company at:

2600 So. Douglas Road, Suite 1007  
Coral Gables, Florida 33134

IN WITNESS WHEREOF, said surviving entity has caused this certificate to be signed by an authorized officer, the 10 day of December, 2012.

AVEMEX INTERNATIONAL, LLC  
a Florida limited liability company

By: 

Agustin Lanzagorta, Manager