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Florida Department of State
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MERGER OR SHARE EXCHANGE

FJORD SEAFOOD USA, LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$87.50

\$60.00

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Fjord Seafood USA, LLC	Florida	LLC
Marine Harvest US Inc.	Delaware	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Marine Harvest USA, LLC	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

1 of 6

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2007

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

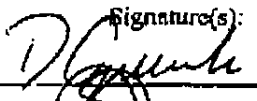
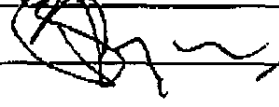
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address:

Mailing address:

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Fjord Seafood USA, LLC		Donald Cynowski, Manager
Marine Harvest US Inc.		Rafael Puga, President

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Fjord Seafood USA, LLC	Florida	LLC
Marine Harvest US Inc.	Delaware	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Marine Harvest USA, LLC	Florida	LLC

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

See Agreement and Plan of Merger attached as Exhibit A.

(Attach additional sheet if necessary)

4 of 6

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Agreement and Plan of Merger attached as Exhibit A.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Agreement and Plan of Merger attached as Exhibit A.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

None

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
OF
MARINE HARVEST US INC.,
A DELAWARE CORPORATION,
INTO
FJORD SEAFOOD USA, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to this Agreement and Plan of Merger, Marine Harvest US Inc., a Delaware corporation ("MH US") will be merged (the "Merger") with and into Fjord Seafood USA, LLC, a Florida limited liability company ("Fjord Seafood LLC"). In the Merger, Fjord Seafood LLC shall be the surviving entity with name changed from "Fjord Seafood USA, LLC" to "Marine Harvest USA, LLC" (the "Surviving Entity"). The terms and conditions of the Merger and the consideration to be paid in the Merger are as set forth below:

1. The Merger shall be effective (the "Effective Time") as of 11:58 p.m., December 31, 2007.
2. At the Effective Time, the Articles of Organization of Fjord Seafood LLC in effect immediately prior to the Effective Time shall become the Articles of Organization of the Surviving Entity, provided, however, that the designation of the name of the limited liability company within such Articles of Organization shall be changed from "Fjord Seafood USA, LLC" to "Marine Harvest USA, LLC".
3. At the Effective Time, the Operating Agreement of Fjord Seafood LLC in effect immediately prior to the Effective Time shall become the Operating Agreement of the Surviving Entity.
4. At the Effective Time, the managers and officers of Fjord Seafood LLC immediately prior to the Effective Time shall continue as the managers and officers of the Surviving Entity, until their respective successors are duly elected or chosen and have been qualified in the manner provided in the Articles of Organization or Operating Agreement of the Surviving Entity or as otherwise provided by law.
5. At the Effective Time, by virtue of the Merger, and without any action on the part of any holder of any capital stock of MH US, each share of capital stock of MH US issued and outstanding immediately prior to the Effective Time shall be automatically cancelled without further act or deed.
6. At the Effective Time, MH US shall be merged into the Surviving Entity and the separate existence of MH US shall cease; all of the properties (real, personal and mixed), rights, immunities, privileges, franchises, choses in action, and all other assets of MH US shall vest in the Surviving Entity without further act; and the Surviving Entity shall assume all liabilities, duties and obligations of MH US.

(WP160584)

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