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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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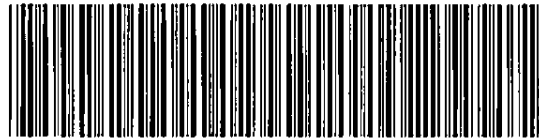
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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R. HUNT

03/26/24



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Attached is a form to file a Articles of Merger pursuant to section 605.1025, Florida Statutes. This form is basic and may not meet all merger needs. The advice of an attorney is recommended.

**Filing Fees:**  
\$25.00 for each Limited Liability Company  
\$35.00 for each Corporation  
\$52.50 for each Limited Partnership or  
Limited Liability Limited Partnership  
\$25.00 for each General Partnership or Limited  
Liability Partnership  
\$25.00 for each Other Business Entity

**Certified Copy (optional):** \$30.00

Send one check in the total amount payable to the Florida Department of State.

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

For further information, you may contact the Amendment Section at (850) 245-6050.

**Important Notice: Pursuant to s.605.0212(8), F.S., each party to the merger must be active and current in filing its annual reports through December 31 of the calendar year in which the articles of merger are submitted to the department for filing.**

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Articles of Merger for IBT, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Juan T. O'Naghten

Contact Person

Diaz & O'Naghten

Firm/Company

5901 SW 74th Street, Suite 400

Address

Miami, Florida 33143

City, State and Zip Code

juan.t.onaghten@ondlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Juan T. O'Naghten

at

786

Area Code

888-6501

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
<u>Constructor Consulting and Engineering, S.A.</u>	<u>Panama</u>	<u>Sociedad Anonima</u>
<u>Consorcio IBT Medical Outsourcing Services, S.A.</u>	<u>Panama</u>	<u>Sociedad Anonima</u>
<u>IBT Group Panama, S.A.</u>	<u>Panama</u>	<u>Sociedad Anonima</u>
<u>IBT, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

**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>
<u>IBT, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FILED  
JUN 15 2017  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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 26, 2023**

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Constructor Consulting and Engineering, S.A.

Consorcio IBT Medical Outsourcing Services, S.A.

IBT Group Panama, S.A.

IBT, LLC

Signature(s):

Typed or Printed  
Name of Individual:

Jacob Esayag

Jacob Esayag

Jacob Esayag

Daniel Toledano

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 an authorized person

<b>Fees:</b>	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	<b>Certified Copy (optional):</b>	\$30.00

**RESOLUTIONS OF ALL THE MEMBERS AND DIRECTORS**

**IBT, LLC**

**A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being all the Members and Directors of IBT, LLC, a Florida limited liability company (the "**Company**"), hereby CONSENT, APPROVE AND ADOPT the following resolutions affective as of December 26, 2023:

**WHEREAS**, it has been proposed that Constructor Consulting and Engineering, S.A., a Sociedad Anonima organized under the laws of the Republic of Panama ("**CCE**"), Consorcio IBT Medical Outsourcing Services, S.A., a Sociedad Anonima organized under the laws of the Republic of Panama ("**IBT Med**"), IBT Group Panama, S.A., a Sociedad Anonima organized under the laws of the Republic of Panama ("**IBT Group Panama**") (collectively "**Merging Companies**"), merge with IBT, LLC, a limited liability company organized under the laws of the State of Florida ("**Surviving Company**"), pursuant to the terms and conditions set forth in the Agreement and Plan of Merger dated December 26, 2023 and filed in the Public Registry of Panama ("**Merger Agreement**").

**WHEREAS**, the Members and Directors of the Company have reviewed the Merger Agreement and determined that the merger is in the best interests of the Company and its Members;

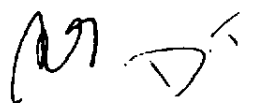
**WHEREAS**, the merger is subject to the approval of the members of the Company in accordance with the Company's operating agreement;

**WHEREAS**, notice of the proposed merger has been provided to all Members of the Company in accordance with the Company's operating agreement;

**NOW THEREFORE, BE IT RESOLVED**, that the merger of the Company with the Merging Companies pursuant to the terms and conditions of the Merger Agreement, and the filing of the articles of merger with the Florida Department of State, are hereby approved and authorized;

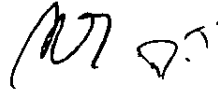
**BE IT FURTHER RESOLVED**, that Daniel Toledano, Manager, is hereby authorized and directed to executed and deliver, on behalf of the Company, all documents, agreements, certificates, and instruments necessary or appropriate to effectuate the merger, including but not limited to the articles of merger, and to take all actions necessary or appropriate to consummate the transaction contemplated by the Merger Agreement;

**BE IT FURTHER RESOLVED**, that any and all actions heretofore taken by any officer, manager, or agent of the Company in connection with the merger, and the transactions contemplated thereby, are hereby ratified, confirmed, and approved in all respects as the acts and deeds of the Company;



**BE IT FURTHER RESOLVED**, that the members and managers of the Company hereby waive any and all rights to appraisal or dissent with respect to the merger, to the fullest extent permitted by law.


*[Signature page to follow]*

A handwritten signature in black ink, appearing to be "MT" followed by a stylized flourish.

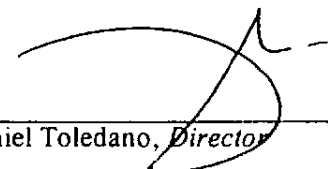
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IN WITNESS WHEREOF, we have hereunto subscribed our names as Members and Directors of the Company on this 26<sup>th</sup> day of December 2023.

IBT Group, LLC, *Member*

  
\_\_\_\_\_  
Daniel Toledano, *Manager*

IBT, LLC

  
\_\_\_\_\_  
Daniel Toledano, *Director*

IBT, LLC

  
\_\_\_\_\_  
Jose Ramon Brea, *Director*

18:57