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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-9380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

MERGER OR SHARE EXCHANGE

ARGOS CEMENT HOLDING CORP.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	387.50

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TALLAHASSEE, FLORIDA

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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 a 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>
Argos America Holding, LLC	Florida	Limited Liability Company

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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>
Argos Cement Holding Corp.	British Virgin Islands	International Business Company

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.

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:

Not Applicable

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:

c/o Overseas Management Company Trust (BVI) Ltd.
OMC Chambers, P.O. Box 3152
Road Town, Tortola, British Virgin Islands

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:

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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:

6505 Blue Lagoon Drive, Suite 440
Miami, Florida 33126

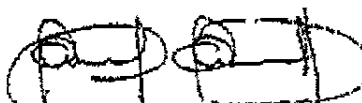
Mailing address:

Same as above.

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**

Argos America Holding, LLC



Camilo Abello

Argos Cement Holding Corp.



Camilo Abello

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

Fees: 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

Certified Copy (optional): \$30.00

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TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE BVI BUSINESS COMPANIES ACT, 2004
PLAN OF MERGER
OF
ARGOS AMERICA HOLDING, LLC
AND
ARGOS CEMENT HOLDING CORP.

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I Plan of Merger

Plan of Merger (this "Plan") is made and executed as of August 8th, 2007, by and between **ARGOS AMERICA HOLDING, LLC**, a limited liability company organized under the laws of Florida ("Argos America") and **ARGOS CEMENT HOLDING CORP.**, a business company incorporated under the laws of the British Virgin Islands, ("Argos BVI") (together the "Companies").

- A. WHEREAS **ARGOS AMERICA HOLDING, LLC** was organized on December 10, 2004 under the laws of Florida. As of the date set forth above, it has membership interests, which are entitled to vote on the merger.
- B. WHEREAS **ARGOS CEMENT HOLDING CORP.** was incorporated on November 26th, 2004 under the laws of the British Virgin Islands. As of the date set forth above, it has shares, which are entitled to vote on the merger.
- C. AND WHEREAS the directors of the Companies believe that it is in their mutual best interest and in the best interests of the members of the Companies for **ARGOS AMERICA HOLDING, LLC** (the "Absorbed Company") to merge into **ARGOS CEMENT HOLDING CORP.** (the "Surviving Company") in accordance with the terms, conditions and provisions of this Plan, the BVI Business Companies Act 2004 (as amended) (the "Act"), and the Florida Limited Liability Company Act (the "FL Act").

NOW, THEREFORE, in consideration of the representations, warranties and agreements contained in this Plan, the Companies agree as follows:

1. Merger

- (1) On the Effective Date (as defined below) the Absorbed Company will merge into the Surviving Company, in accordance with the terms, conditions and provisions of this Plan.
- (2) Upon consummation of the merger, the separate existence of the Absorbed Company shall cease, and the Companies shall become a single company, corporate identity, existence, purposes, rights, privileges, powers, franchises and immunities of the Surviving Company

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shall continue unaffected and unimpaired by the merger and corporate identity, existence, purposes, rights, privileges, powers, franchises and immunities of the Absorbed Company shall be merged into the Surviving Company and the Surviving Company shall be fully vested therewith.

2. Effective Date

- (1) Upon satisfaction of all conditions precedent to the consummation of the merger, as contemplated by this Plan, Articles of Merger shall be filed with the Registrar of Corporate Affairs in the British Virgin Islands for registration pursuant to the provisions of Section 171 (2) of the Act and with the Secretary of State of Florida, pursuant to the provisions of the FL Act. The date of such filings shall be referred to in this Plan as the "Effective Date".
- (2) On the Effective Date, the rights, privileges, powers, and immunities of the Absorbed Company and all property, real, personal and mixed of the Absorbed Company shall be vested in the Surviving Company, and all debts due or belonging to the Absorbed Company shall be assumed by the Surviving Company. By virtue of the merger, the Surviving Company will acquire all of the assets of the Absorbed Company.
- (3) On the Effective Date, the Memorandum and Articles of Association of the Surviving Company immediately prior to the Effective Date, shall be the Memorandum and Articles of Association of the Surviving Company.
- (4) The officers and directors of the Surviving Company immediately prior to the Effective Date shall be the officers and directors of the Surviving Company, in each case until their respective successors are duly elected and qualified.
- (5) The Merger shall otherwise have the effects set forth in the FL Act and the BVI Act.

3. Shareholding

At the Effective Date, by virtue of the merger and without any action on the part of the holders thereof, (a) all of the issued and outstanding membership interests of the Absorbed Company shall be cancelled without further consideration and (b) the issued and outstanding shares of capital stock of the Surviving Company shall not be converted, exchanged or altered in any manner and shall remain outstanding as fully paid and nonassessable shares of capital stock of the Surviving Company.

4. Conditions Precedent

The obligations of the Companies to proceed with the merger shall be subject to the following conditions:

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- (1) The shareholders and members, as the case may be, of each of the Companies shall have approved the merger of the Companies, pursuant to the terms of this Plan; and
- (2) There shall be no order in effect of any court or administrative or governmental authority which prohibits the performance of this Plan.

5. Termination

At any time prior to the Effective Date, this Plan may be terminated by the board of directors or the managers of the Companies.

6. Entire Agreement

This Plan constitutes the entire agreement between the Companies with respect to the matters contained herein and supersedes all prior agreements and understanding of the Companies.

II Date of Registration of Memorandum and Articles of Association and Articles of Organization

The Articles of Organization of the Absorbed Company were filed with the Secretary of State of Florida on the 10th day of December, 2004 and the Memorandum and Articles of Association of the Surviving Company were registered by the Registrar on the 26th day of November, 2004.

III. Manner in which the Plan of Merger was authorized

The Plan of Merger was approved by a resolution of the manager and sole member of the Absorbed Company on the 8th day of August, 2007, and by a resolution of the directors and a resolution of the sole member of the Surviving Company on the 8th day of August, 2007.

IV. Miscellaneous

If any term or provision of this Plan is held by a court or other authority of competent jurisdiction to be invalid, void or unenforceable, the remaining provisions of this Plan shall remain in full force and effect and shall in no way be affected, impaired or invalidated. This Plan shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida and the Act.

(Signatures page to follow)

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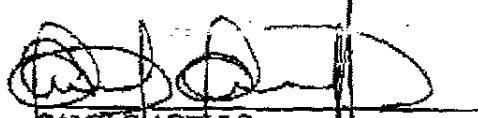
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Executed on behalf of each of the constituent companies by their respective manager or director, as the case may be, this 8th day of August, 2007.

ARGOS AMERICA HOLDING, LLC


CAMILLO ABELLO
Manager

ARGOS CEMENT HOLDING CORP.


CAMILLO ABELLO
Director and Secretary

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