

L050000856/6

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

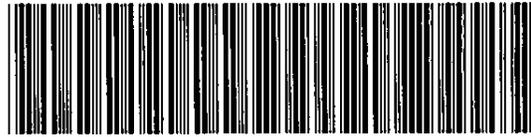
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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RECEIVED
DEPARTMENT OF STATE
13 AUG 20 PM 3:22

FILED
13 AUG 20 PM 4:36
SECRETARY OF STATE
MAIL ASSISTANT
FILING

Merger
08/21/13

DC



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 767095 4336650
AUTHORIZATION : *[Handwritten Signature]*
COST LIMIT : \$115.00

ORDER DATE : August 16, 2013
ORDER TIME : 3:44 PM
ORDER NO. : 767095-005
CUSTOMER NO: 4336650

ARTICLES OF MERGER

MB HOLDINGS, LLC
AG HOLDINGS, LLC

INTO

INTERNATIONAL AGROPECUARIA DE
INVERSIONES, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

767095



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 21, 2013

CSC
ATTN: SUSIE KNIGHT

SUBJECT: MB HOLDINGS, LLC
Ref. Number: L05000085616

RESUBMIT
Please give original
submission date as file date.

We have received your document for MB HOLDINGS, LLC and the authorization to debit your account in the amount of \$115.00. However, the document has not been filed and is being returned for the following:

ON PAGE 3 OF 6 OF THE ARTICLES OF MERGER AND PAGE 4 OF 6 OF THE PLAN OF MERGER THE NAME "AB HOLDINGS, LLC" IS LISTED IN PLACE OF "AG HOLDINGS, LLC", AS ONE OF THE MERGING PARTIES IN THE MERGER. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 613A00019914

RECEIVED
DEPARTMENT OF STATE
13 AUG 21 PM 12:30

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: International Agropecuaria de Inversiones, Ltd.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Stewart L. Kasner, Esq.

Contact Person

Baker & McKenzie LLP

Firm/Company

1111 Brickell Avenue, Suite 1700

Address

Miami, Florida 33131

City, State and Zip Code

stewart.kasner@bakermckenzie.com

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

For further information concerning this matter, please call:

Stewart L. Kasner, Esq. at (**305**) **789-8940**

Name of Contact Person

Area Code and 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

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

FILED
13 AUG 20 PM 14 36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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>
MB Holdings, LLC	Florida	LLC
AG Holdings, LLC	Florida	LLC

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>
International Agropecuaria de Inversiones, Ltd.	British Virgin Islands	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:

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:

Jayla Place, Wickmans Cay 1
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 entitles 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: c/o Stewart L. Kasner, Esq.

1111 Brickell Avenue, Suite 1700

Miami, Florida 33131

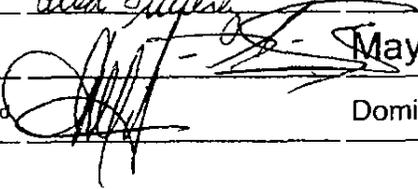
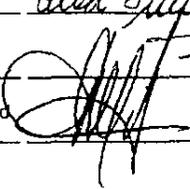
Mailing address: c/o Stewart L. Kasner, Esq.

1111 Brickell Avenue, Suite 1700

Miami, Florida 33131

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:
AG Holdings, LLC		Alba Gutierrez
MB Holdings, LLC		Maynor Barrios
International Agropecuaria de Inversiones, Ltd.		Domingo R. Moreira

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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>
AG Holdings, LLC	Florida	LLC
MB Holdings, LLC	Florida	LLC

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>
International Agropecuaria de Inversiones, Ltd.	British Virgin Islands	business company

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

See attached "Plan of Merger"

(Attach additional sheet if necessary)

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 attached "Plan of Merger"

(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 attached "Plan of Merger"

(Attach additional sheet if necessary)

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

See attached "Plan of Merger"

(Attach additional sheet if necessary)

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

See attached "Plan of Merger"

(Attach additional sheet if necessary)

Territory of The British Virgin Islands
The BVI Business Companies Act, 2004

PLAN OF MERGER

This Plan of Merger is made the 15 day of August, 2013 between International Agropecuaria de Inversiones, Ltd (the "**Surviving Company**"), a company limited by shares incorporated under the British Virgin Islands Business Companies Act, 2004 (as amended) (the "**BVI Act**") and AG Holdings, LLC and MB Holdings, LLC (the "**Merging Companies**") both formed and existing under the laws of the State of Florida.

WHEREAS the Merging Companies are organised and validly existing under and by virtue of the laws of Florida and are entering into this Plan of Merger pursuant to the provisions of Section 608.438 of the Florida Limited Liability Company Act (the "**Florida Act**");

WHEREAS the Surviving Company is a BVI Business Company duly incorporated and validly existing under and by virtue of the BVI Act and is entering into this Plan of Merger pursuant to the provisions of Sections 170, 171, 173 and 174 of the BVI Act; and

WHEREAS the directors of the parties hereto deem it desirable and in the best interest of the companies and their members, as the case may be, that the Merging Companies be merged into the Surviving Company.

NOW THEREFORE this Plan of Merger provides as follows:

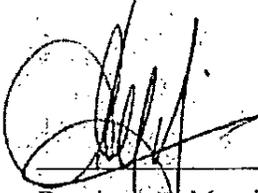
1. The constituent companies to this Plan of Merger are International Agropecuaria de Inversiones, Ltd, AG Holdings, LLC and MB Holdings, LLC.
2. The Surviving Company is International Agropecuaria de Inversiones, Ltd.
3. The Surviving Company has 51,953.42 ordinary shares of a single class of \$0.00 par value each in issue owned by Agropecuaria Mez Ltd., all of which are entitled to vote on the merger as one class.
4. The membership interests of the Merging Companies are as follows:
 - 4.1 **AG Holdings, LLC:** Alba Marina Alejandra de la Caridad Gutierrez. Núñez, owns 100% of the membership interests and is the sole manager, which entitles her to vote on the merger; and
 - 4.2 **MB Holdings, LLC:** Maynor Leonel Barrios Estrada, owns 100% of the membership interests and is the sole manager, which entitles her to vote on the merger; and

- 5 Upon the merger, the separate corporate existences of the Merging Companies shall cease and the Surviving Company shall become the owner, without other transfer, of all the rights and property of the Merging Companies and the Surviving Company shall become subject to all liabilities, obligations and penalties of the Merging Companies.
- 6 The Surviving Company has complied with all the provisions of the laws of the British Virgin Islands and the Merging Companies have complied with all the provisions of the laws of Florida to enable them to merge effective as of the later to occur of (a) the Certificate of Merger is accepted by the Secretary of State of the State of Florida or (b) the merger is effective under the laws of the British Virgin Islands (the "Effective Date").
- 7 The manner and basis of converting the shares of the constituent companies into the shares of the Surviving Company shall be as follows:
- (a) the membership interests in AG Holdings, LLC on the Effective Date shall be converted into 6115.85 ordinary voting shares in the Surviving Company;
 - (b) the membership interest in MB Holdings, LLC on the Effective Date shall be converted into 3966.08 ordinary voting shares in the Surviving Company; and
 - (c) each ordinary share issued and outstanding in the Surviving Company shall continue to be one ordinary share in the Surviving Company.
- 8 The constitutional documents of the Surviving Company as in effect on the Effective Date shall be the constitutional documents of the Surviving Company until the same shall be altered or amended or until new constitutional documents are adopted as provided therein.
- 9 This Plan of Merger shall be submitted to the members of the Surviving Company and the Merging Companies for their approval by a resolution of members.
- 10 The merger shall be effective on the Effective Date.
- 11 This Plan of Merger may be executed in counterparts.

(Signature Page to Follow)

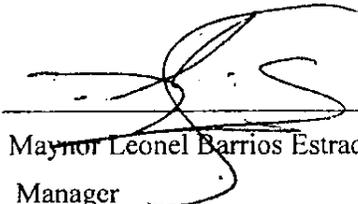
In witness whereof the parties hereto have caused this Plan of Merger to be executed on this 15 day of August, 2013.

SIGNED for and on behalf of)
International Agropecuaria de Inversiones, Ltd)
by Domingo R. Moreira, a Director)



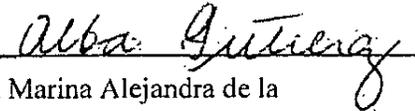
Domingo R. Moreira
Director

SIGNED for and on behalf of)
MB Holdings, LLC)
by Maynor Leonel Barrios Estrada, the Manager)



Maynor Leonel Barrios Estrada
Manager

SIGNED for and on behalf of)
AG Holdings, LLC)
by Alba Marina Alejandra de)
la Caridad Gutierrez Núñez, the Manager)



Alba Marina Alejandra de la
Caridad Gutierrez Núñez
Manager