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DATE: 01-18-2012

NAME: GB CAPITAL VENTURES, LLC


TYPE OF FILING: CERTIFICATE OF MERGER

COST: \$50 + \$30= \$80

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



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CERTIFICATE OF MERGER

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act ("FLLCA"), this Certificate of Merger, which relates to the merger (the "Merger") of GB Capital Ventures, LLC, a Florida limited liability company, the "Non-Surviving Entity", with and into GB Capital Ventures, LLC, a Delaware limited liability company (the "Surviving Entity"), provides as follows:

ARTICLE I

Agreement and Plan of Merger

The Agreement and Plan of Merger with respect to the Merger is attached hereto as Exhibit A (the "Plan of Merger").

ARTICLE II

Approval of the Plan

The Plan of Merger was approved by the Non-Surviving Entity and the Surviving Entity in accordance with the applicable provisions of the FLLCA and the Delaware Limited Liability Company Act.

ARTICLE III

Effective Date

The Merger shall become effective beginning on the date that this Certificate of Merger is filed with the Department of State of the State of Florida.

ARTICLE IV

Principal Address

The Surviving Entity's principal office address is 160 Greentree Street, Suite 101, Dover, DE 19904.

ARTICLE V

Appraisal Rights

The Surviving Entity agrees to pay to any members with appraisal rights the amount to which such members are entitled under Fla. Stat. §§608.4351-608.43595.

ARTICLE VI

Resident Agent

The Surviving Entity 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 member under Fla. Stat. §§608.4351-608.43595.

The following street and mailing address may be used by the Florida Department of State for the purposes of Fla. Stat. §48.181:

CFRA, LLC
100 S. Ashley Drive, Suite 400
Tampa, FL 33602

Dated January 16th, 2012.

SURVIVING ENTITY:

GB CAPITAL VENTURES, LLC
a Delaware limited liability company

By: _____

Gustavo Blanco
Manager

NON-SURVIVING ENTIT:

GB CAPITAL VENTURES, LLC
a Florida limited liability company

By: _____

Gustavo Blanco
Manager

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of the 10th day of January, 2012, by and between GB Capital Ventures, LLC, a Florida limited liability company ("GB Florida") and GB Capital Ventures, LLC, a Delaware limited liability company ("GB Delaware").

WHEREAS, it is deemed advisable and in the best interests of GB Florida and GB Delaware to merge GB Florida with and into GB Delaware.

NOW, THEREFORE, for the mutual promises set forth herein and for other valuable consideration, the receipt, adequacy, and sufficiency of which are hereby acknowledged, the parties hereto, in accordance with the aforementioned provisions of the laws of the State of Florida and the State of Delaware, agree as follows:

1. **Merger.** GB Florida shall be merged into GB Delaware, the surviving corporation, and does hereby agree and prescribe that the laws which shall govern the surviving corporation shall be the laws of the State of Delaware.

2. **Surviving Corporation.** The name of the surviving corporation shall be "GB Capital Ventures, LLC", and its Certificate of Formation shall be the original Certificate of Formation which was granted to it at the time of its formation.

3. **Effective Date of Merger.** The effective date of this merger shall be on the date of the filing of the Articles of Merger with the Secretary of State of the State of Florida.

4. **Operating Agreement and Manager.** The Operating Agreement of GB Delaware shall be the present Operating Agreement of the surviving corporation. The manager of GB Delaware shall be Gustavo Blanco.

5. **Membership Interest.**

(a) All beneficial interests in the merging entity immediately prior to the merger shall, by virtue of the merger and without any action on the part of the owner, be cancelled and no consideration shall be issued in respect thereof. Each limited liability company interest in the surviving entity immediately prior to the merger shall, by virtue of the merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as a limited liability company interest

(b) All rights to acquire interests in the merging entity immediately prior to the merger shall, by virtue of the merger and without any action of the part of the owner, be cancelled. All rights to acquire interests in the surviving entity immediately prior to the merger shall, by virtue of the merger and without any action on the part of the holder thereof, remain unchanged.

6. **Effect of Merger.** When this Agreement and Plan of Merger shall have been signed and delivered and a Certificate of Merger is filed and recorded as required by the laws of the State of Florida and the State of Delaware, the existence of GB Florida shall cease and it shall be merged into GB Delaware and the surviving corporation shall be known as GB Capital Ventures, LLC.

Signatures on the following page

Dated this 16th day of January, 2012.

SURVIVING ENTITY:

GB CAPITAL VENTURES, LLC
a Delaware limited liability company

By: _____

Gustavo Blanco
Manager

NON-SURVIVING ENTIT:

GB CAPITAL VENTURES, LLC
a Florida limited liability company

By: _____

Gustavo Blanco
Manager