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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 DEC 21 PM 3:49

FILED

J. SAULSBERRY  
EXAMINER

DEC 22 2010



November 29, 2010

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

RE: GAMMA OPPORTUNITIES LLC

Dear Sir/Madam:

Attached hereto please find the following:

1. An originally signed Certificate of Merger of a Florida Limited Liability Company into a Foreign Limited Liability Company to be filed pursuant to section 608.4382, Florida Statutes; and
2. The \$25 fee to file the Certificate of Merger in the form of a check made payable to the Florida Department of State.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Daniel Martinez, Esq.

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TALLAHASSEE, FLORIDA

Enclosures

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## Certificate of Merger of a Domestic Limited Liability Company into a Foreign Limited Liability Company

Pursuant to Section 608.4382, Florida Statutes.

**First:** The name of the surviving Limited Liability Company is GAMMA OPPORTUNITIES (DELAWARE) LLC, a Delaware Limited Liability Company. The name of the Limited Liability Company being merged into this surviving Limited Liability Company is GAMMA OPPORTUNITIES LLC, a Florida Limited Liability Company.

**Second:** The attached Agreement and Plan of Merger has been approved and executed by both Limited Liability Companies in accordance with the applicable laws of the state, country or jurisdiction under which such entity is formed or organized.

**Third:** The certificate shall be effective as of the date of its filing with the Department of State.

**Fourth:** The surviving Limited Liability Company agrees to pay to any members with appraisal rights the amount, to which such members are entitled under sections 608.4351 – 608.43595, Florida Statutes.

**Fifth:** The surviving Limited Liability Company

- 1) will use the following street and mailing address: 175 S.W. 7th Street, Ste. 2101, Miami, FL 33130, and
- 2) 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 sections 608.4351 – 608.43595, and
- 3) agrees to pay to any members with appraisal rights the amount, to which such members are entitled under sections 608.4351 – 608.43595.

**Sixth:** The Florida Department of State may use the following street and mailing address for the purposes of section 48.181, Florida Statutes: 175 S.W. 7th Street, Ste. 2101, Miami, FL 33130.

**IN WITNESS WHEREOF,** said Limited Liability Company has caused this certificate to be signed by an authorized person, this 22 day of Nov, A.D. 2010.

By: 

Name: Camib Nim

Title: Manager

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into by and between Gamma Opportunities (Delaware) LLC, a Delaware limited liability company (the "Company"), and Gamma Opportunities LLC, a Florida limited liability company (the "Target") as of Nov. 22, 2010. In consideration of the mutual promises and covenants contained in this Agreement the parties agree as follows:

### 1. THE MERGER

- a. Surviving Entity. Upon the time of the filing (the "Effective Time") of the Certificate of Merger of the Company with the Secretary of State of the State of Delaware pursuant to Delaware Limited Liability Company Act, Section 18-209 and the simultaneous filing of a Certificate of Merger of Target with the Secretary of State of Florida pursuant to Section 608.4382 of Florida Statutes (the "Florida Laws"):
  - i. Target shall be merged with and into the Company (the "Merger") in accordance with the Delaware Limited Liability Company Act, Section 18-209 and the Florida Laws,
  - ii. The Company shall be the surviving entity of the Merger (the "Surviving Entity"),
  - iii. The identity, existence, rights, privileges, powers, franchises, properties and assets of Target shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Entity, and
  - iv. The identity and separate existence of Target shall cease, and all of the rights, privileges, powers, franchises, properties and assets of Target shall be vested in the Surviving Entity.
- b. Operating Agreement. Members, Manager and Officer. From and after the Effective Time, the operating agreement of Target shall be cancelled. The Surviving Entity will be governed by its own operating agreement and managed by the managers and officers designated pursuant to the operating agreement of the Surviving Entity.
- c. Ownership Conversion. At the Effective Time each unit of Membership Interest of Target outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of Target or the Company be cancelled; and all of the Membership Interest of the Company existing prior to the Merger shall remain outstanding membership interests in the Surviving Entity following the Merger.

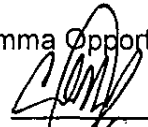
### 2. GENERAL

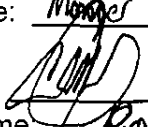
- a. Condition of the Merger. The Merger shall have been duly authorized by both the Company and Target prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware effecting the Merger.
- b. Counterparts. This Agreement may be in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.

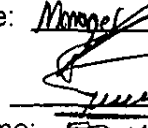
*[Handwritten signatures and initials]*

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

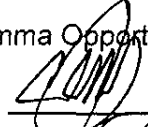
Gamma Opportunities (Delaware) LLC

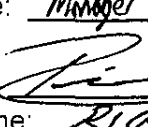
By:   
Name: Comilo Nino  
Title: Manager

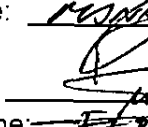
By:   
Name: Ricardo Uribe  
Title: Manager

By:   
Name: FERNANDO ALVAREZ  
Title: MANAGER

Gamma Opportunities LLC

By:   
Name: Comilo Nino  
Title: Manager

By:   
Name: RICARDO URIBE  
Title: MANAGER

By:   
Name: FERNANDO ALVAREZ  
Title: MANAGER

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