

M 52529

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

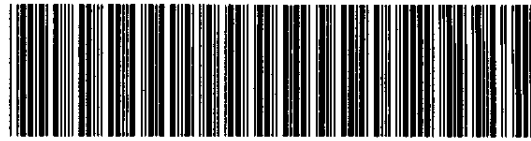
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07/07/14--01041--029 **52.50

08/05/14--01034--003 **26.25

FILED
STATE OF MISSISSIPPI
14 AUG -1 AM 8:33

Morgan/CC
@ 8/4/14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AG EQUITIES CORPORATION
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

L. SMEJDA

Contact Person

LEX INTERNATIONAL LAW FIRM P.A.

Firm/Company

100 SE 2ND STREET #2222

Address

MIAMI FL 33131

City/State and Zip Code

lex1usa@aol.com

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

For further information concerning this matter, please call:

L. SMEJDA

Name of Contact Person

At (305) 358-9990

Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 23, 2014

L. SMEJDA
LEX INTERNATIONAL LAW FIRM PA
100 SE 2ND STREET #2222
MIAMI, FL 33131

SUBJECT: AG EQUITIES CORPORATION
Ref. Number: M52529

We have received your document for AG EQUITIES CORPORATION and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$26.25.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 814A00015830

RECEIVED
14 AUG - 1 PM 4: 13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 AUG -1 AM 8:39

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>AG EQUITIES CORPORATION</u>	<u>WYOMING</u>	<u>2003-000449726</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>AG EQUITIES CORPORATION</u>	<u>FLORIDA</u>	<u>M52529</u>
<u>AG EQUITIES CORPORATION</u>	<u>WYOMING</u>	<u>2003-000449726</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 16, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 16, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

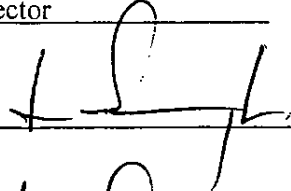
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

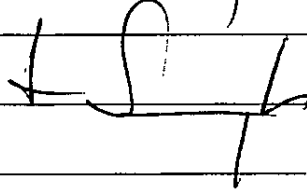
Typed or Printed Name of Individual & Title

AG EQUITIES CORPORATION
FLORIDA



L. SMEJDA, SECRETARY

AG EQUITIES CORPORATION
WYOMING



L. SMEJDA, SECRETARY

**AGREEMENT AND PLAN OF MERGER OF
AG EQUITIES CORPORATION (Florida) WITH AND INTO
AG EQUITIES CORPORATION (Wyoming)**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into on June 16, 2014 by and between AG EQUITIES CORPORATION ("AG EQUITIES - FL"), a corporation organized and existing under the laws of the State of Florida (AG EQUITIES - FL hereinafter sometimes referred to as the "Merging Corporation") and AG EQUITIES CORPORATION ("AG EQUITIES - WY"), a corporation organized and existing under the laws of the State of Wyoming (AG EQUITIES- WY hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations";

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that AG EQUITIES - FL be merged with and into AG EQUITIES - WY, with AG EQUITIES - WY being the Surviving Corporation, under and pursuant to the laws of the State of Wyoming and the State of Florida and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I - MERGER

- 1.1 AG EQUITIES-FL shall be merged with and into AG EQUITIES-WY in accordance with the laws of the State of Florida and Wyoming. The separate corporate existence of AG EQUITIES - FL shall thereby cease, and AG EQUITIES - WY shall be the Surviving Corporation.
- 1.2 The name which the Surviving Corporation is to have after the merger shall be "AG Equities Corporation".
- 1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time, the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

- 1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Wyoming Statutes and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II - TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

- 2.1 The merger shall become effective at 11:59 p.m., on June 30, 2014, or as required by Wyoming Statutes, Title 17 - Corporations, Partnerships and Associations Chp 16 – Wyoming Business Corporation Act, Article 11 - Merger, Share Exchange, Consolidation and Conversion, Sections 17-16-1101 – 17.16.1116, and pursuant to Sections 607.1101 to 607.11101, Florida Statutes. The time and date of such effectiveness is referred to in this Agreement as the “Effective Time.”
- 2.2 The Constituent Corporations shall expeditiously take all such actions as may be deemed necessary or appropriate by Lex International Law Firm P.A. in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III - CHARTER AND BYLAWS; DIRECTORS AND OFFICERS

- 3.1 AG EQUITIES - WY's Charter, and Articles of Merger to be filed forthwith upon the Effective Time, shall, after the merger, continue to be the Charter of the Surviving Corporation until duly amended in accordance with law.
- 3.2 The Bylaws of AG EQUITIES - WY, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effectuated by the merger.

- 3.3 The persons who are the Directors and officers of AG EQUITIES - WY immediately prior to the Effective Time shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Wyoming and the Charter and Bylaws of the Surviving Corporation.

ARTICLE IV - CONVERSION OF ISSUED SHARES

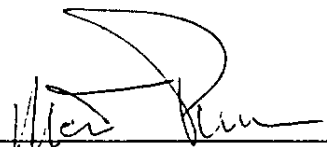
- 4.1 The shareholdings shall be adjusted as per the chart set forth in Appendix A.

ARTICLE V - MISCELLANEOUS

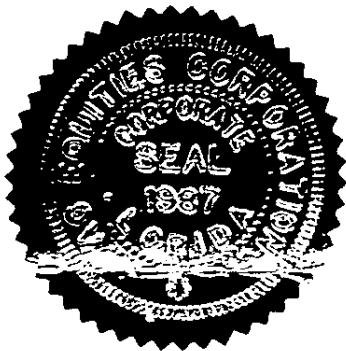
- 5.1 Notwithstanding anything herein to the contrary, the Board of Directors of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of States of Florida and Wyoming of the necessary Articles of Merger and various other documents giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its Directors, officers or shareholders in respect of this Agreement and Plan.
- 5.2 Any shareholder of AG EQUITIES-FL or AG EQUITIES-WY dissenting to this merger shall be entitled, pursuant to Section 17-16-1103, or any successor provisions thereto, of the Wyoming Statutes, and Sections 607.1104, 607.1302 and 607.1321-22, Florida Statutes, to be paid the fair value of their shares upon compliance with such statutory section.
- 5.3 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.
- 5.4 Cyberex Trust shall hold a total of 52% of all classes of stock (preferred, voting and non-voting common stock) in the Surviving Corporation in order to facilitate this merger, and to represent the continuing interests of a majority of all shareholders.
- 5.5 Any dispute or controversy involving this Agreement, Plan or Merger, shall be finally settled by binding arbitration, before a sole arbitrator of the American Arbitration Association, pursuant to its Commercial Rules, in the most expeditious proceedings possible, in Miami, Florida.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.


AG EQUITIES - FL CORPORATION

By: 
M. Paulson, President

(Seal)



AG EQUITIES- WY CORPORATION

By: 
L. Smejda, Treasurer

(Seal)



