

FAX AUDIT NO.: H10000249439 3

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

Ocean Key Investments, Inc.

Certificate of Status	1
Certified Copy	1
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## **ARTICLES OF MERGER** (Profit Corporations)

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:

<b>Name</b>	<b>Jurisdiction</b>	<b>Document Number</b> (If known or applicable)
Ocean Key Investments, Inc.	Florida	P02000015218

**Second:** The name and jurisdiction of the merging corporation:

<b>Name</b>	<b>Jurisdiction</b>	<b>Document Number</b> (If known or applicable)
Montaña Overseas Investments Inc.	Florida	

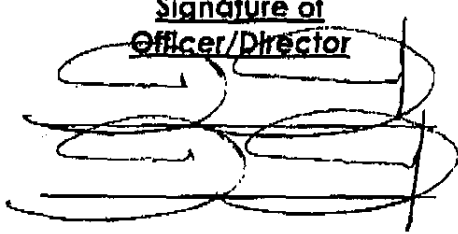
**Third:** The Plan of Merger is attached.

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

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on October 29, 2010.

**Sixth:** The Plan of Merger was adopted by the board of directors of the merging corporation on October 29, 2010 and shareholder approval was not required.

### **Seventh: SIGNATURES FOR EACH CORPORATION**

<b><u>Name of Corporation</u></b>	<b><u>Signature of</u> <u>Officer/Director</u></b>	<b><u>Name and Title</u></b>
Ocean Key Investments Inc.		Armando De Armas, its President
Montaña Overseas Investments Inc.		Armando De Armas, its President

## PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

NAME	JURISDICTION
MONTAÑA OVERSEAS INVESTMENTS INC.	FLORIDA

The name and jurisdiction of each **subsidiary** corporation:

NAME	JURISDICTION
OCEAN KEY INVESTMENTS, INC.	FLORIDA

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- The parent company owns 100% of the subsidiary company's shares.
- The parent company will surrender all of its shares to its treasury and the surviving company.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: N/A