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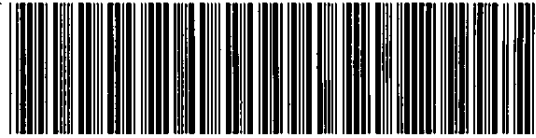
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: STIPAN INVESTMENT CORP.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Gustavo J. Garcia-Montes, Esq.

(Contact Person)

Gustavo J. Garcia-Montes, PA

(Firm/Company)

2333 Brickell Ave. Suite A-1

(Address)

Miami, FL 33129

(City/State and Zip Code)

For further information concerning this matter, please call:

Gustavo J. Garcia-Montes, Esq.

(Name of Contact Person)

At (305)

666-2880 or 305-989-1137

(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

CERTIFICATE OF MERGER
INTO
STIPAN INVESTMENT CORP.

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2:53 PM
CLERK OF COURT
PALM BEACH COUNTY, FLORIDA

The undersigned corporation
DOES HEREBY CERTIFY:

FIRST: That the name and state/country of incorporation of each of the constituent corporations of the merger is as follows:

Name	Jurisdiction
THURBER LIMITED	The British Virgin Islands
STIPAN INVESTMENT CORP.	State of Florida

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section Sec. 607.1101 of the Florida Statutes.

THIRD: That the name of the surviving corporation of the merger is STIPAN INVESTMENTS CORP., a Florida Corporation.

FOURTH: That the Certificate of Incorporation of STIPAN INVESTMENTS CORP., a Florida Corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 6780 Coral Way, Miami FL 33129, or any subsequent address.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

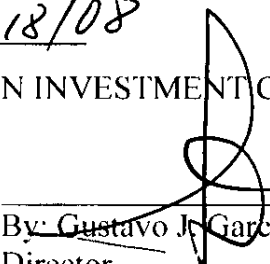
SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Par value per Share
Thurber LTD	Common	1,000	\$1.00 per share

EIGHTH: That this Certificate of Merger shall be effective upon filing with the Secretary of State of Florida.

Dated: 9/18/08

STIPAN INVESTMENT CORP.

By:  Esq.
Director

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 9th day of March, 2006, pursuant to Sec. 607.1101 of the Florida Statutes, between THURBER LIMITED, a British Virgin Islands corporation and STIPAN INVESTMENTS CORP., a Florida Corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: THURBER LIMITED shall be and hereby merged into STIPAN INVESTMENTS CORP., a Florida Corporation, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of STIPAN INVESTMENTS CORP., a Florida Corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

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CLERK OF CIRCUIT COURT
JULIA HARRIS, CLERK

(a) Each share of preferred stock and each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

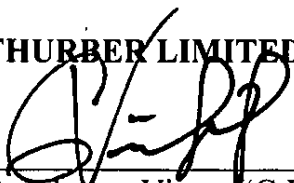
FOURTH: The terms and conditions of the merger are as follows:

- (a) The by-laws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective upon filing with the Secretary of State of Florida. However, for all accounting purposes the effective date of the merger shall be as of the close of business on December 31, 2005.
- (d) It is understood among the parties that there may exist a delay in the filing of the agreement and certificate;
- (e) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporations as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of the constituent corporations at any time prior to the time that this merger filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on this 9 day of March, 2006.

THURBER LIMITED,



By: Gaston Viesca "G.V." Flores
President & Secretary

I, Gaston Viesca "G.V." Flores, authorized representative in and for of THURBER LIMITED, a corporation organized and existing under the laws of The British Virgin Islands, hereby certify, as such Secretary that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf THURBER LIMITED, a corporation organized under the laws of the British Virgin Islands, was duly adopted pursuant to Sec. 607.1101 of the Laws of Florida by the unanimous written consent of the stockholders holding 100% of the shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said THURBER LIMITED, and duly adopted agreement and act of the said corporation.

WITNESS my hand on this 9th day of March , 2006

THURBER LIMITED,



By: Gaston Viesca "G.V." Flores

APOSTILLE

(Convention de La Haye du 5 octobre, 1961)

1. Country : British Virgin Islands

This public document

2. Has been signed by : Myrna P. Herbert

3. Acting in the capacity of : Registrar of Corporate Affairs

4. Bears the Seal/Stamp of : Registrar of Corporate Affairs

CERTIFIED

5. At : Road Town, Tortola

6. On : The 8 day of July, 2008

7. By : Deputy Governor

8. No. : 6 70973

9. Seal/Stamp



10. Signature


Deputy Governor

**TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004**

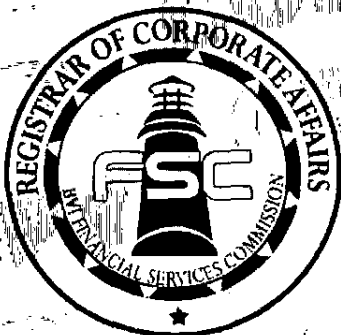
**CERTIFICATE OF GOOD STANDING
(SECTION 235)**

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES
that, pursuant to the BVI Business Companies Act, 2004,

THURBER LIMITED

BVI COMPANY NUMBER: 203775

1. Is on the Register of Companies;
2. Has paid all fees, annual fees and penalties that are due and payable;
3. Has not filed articles of merger or consolidation that have not become effective;
4. Has not filed articles of arrangement that have not yet become effective;
5. Is not in voluntary liquidation; and
6. Proceedings to strike the name of the company off the Register of Companies have not been instituted.



REGISTRAR OF CORPORATE AFFAIRS
3rd day of July, 2008