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DIVISION OF CORPORATIONS

SEP 9 2015
C LEWIS



Juliana B. Lopez, Corporate Paralegal
E-mail: jlopez@frfirm.com
Direct Line: (786) 364-8487
Fax (305) 445-3666

September 1, 2015

VIA FEDERAL EXPRESS

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

REF: Articles of Merger

To Whom It May Concern:

Enclosed please find a check in the amount of \$78.75 made payable to the "**The Florida Department of State**" for the merger filing fee and certified copy of the same pertaining to Swiss Agro Limited Corp.

Once merger has been filed, please return the certified copy to us in the prepaid federal express envelope enclosed. Should you have any additional questions or concerns, please feel free to contact me directly at 786-364-8407.

Sincerely,


Juliana B. Lopez
Corporate Paralegal

Enclosures

COUNSELORS AT LAW

MIAMI • 355 ALHAMBRA CIRCLE, SUITE 801, CORAL GABLES, FLORIDA 33134 • PHONE: (786) 364-8400 • FAX: (786) 364-8401

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Swiss Agro Limited 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:

Juliana B. Lopez

Contact Person

Fowler Rodriguez LLP

Firm/Company

355 Alhambra Circle, Suite 801

Address

Coral Gables, Florida 33134

City/State and Zip Code

jlopez@frfirm.com

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

For further information concerning this matter, please call:

Juliana B. Lopez

Name of Contact Person

At (786) 364-8407

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

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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SWISS AGRO LIMITED CORP.</u>	<u>FLORIDA</u>	<u>P08000058388</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SWISS AGRO LIMITED CORP.</u>	<u>PANAMA</u>	<u>N/A</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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 MARCH 17, 2015

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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on MARCH 17, 2015 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Jose E. Silva, Director/President

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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

SWISS AGRO LIMITED CORP.

PANAMA

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

Name

Jurisdiction

SWISS AGRO LIMITED CORP.

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:

Each issued and outstanding share of the Parent Corporation shall be cancelled and extinguished and shall be converted into the shares of the Subsidiary prior to the effective date.

(Attach additional sheets if necessary)

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:

All rights of the holders of the Parent Corporation to acquire the shares of the Parent Corporation shall convert into rights to acquire the shares of the Subsidiary and the issuance of shares to the holders of the Parent Corporation shall be effectuated prior to the effective date.

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

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**WRITTEN CONSENT AND ADOPTION OF MERGER
OF SHAREHOLDER AND THE DIRECTOR OF
SWISS AGRO LIMITED CORP.,
a Florida corporation**

The undersigned, being the sole director and shareholder of **SWISS AGRO LIMITED CORP.**, a Florida corporation (hereinafter the "Subsidiary"), hereby adopt the following plan of merger by written consent of the director and shareholder:

WHEREAS, the sole shareholder of the Subsidiary is **SWISS AGRO LIMITED CORP.**, a Panama Corporation (hereinafter the "Parent Corporation");

WHEREAS, the Parent Corporation by separate written consent of its Director (a copy of which is attached hereto as Exhibit "A") has determined that it is in the best interest of the Parent Corporation to merge with and into the Subsidiary, that the Subsidiary be the surviving corporation, and that the Parent Corporation be discontinued and cease to exist;

WHEREAS, the Parent Corporation is wholly owned by **THE PEÑAROL TRUST** under agreement dated August 7, 2009 (hereinafter the "Trust");

WHEREAS, the Trust, being the sole shareholder of the Parent Corporation, has full right and authority to acquire the shares of the Subsidiary as the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED, upon the merger becoming effective, all property, rights, privileges, and assets of every kind of the Parent Corporation shall be transferred to, vested in and devolved into the Subsidiary, without further act or deed and all property rights and every other interests of the Parent Corporation shall become the property of the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, all corporate acts, plans, policies, contracts, approvals and authorizations of the Parent Corporation, and its shareholder, officers and agents, which were valid and effective immediately prior to the effective date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Subsidiary shall be effective and binding thereon as the same were with respect to the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, the assets, liabilities, reserves and accounts of the Parent Corporation shall be recorded on the books of the Subsidiary in the amounts at which they, respectively, had been carried in the books of the Parent Corporation subject to such adjustments or elimination of intercompany items as may be appropriate in giving effect to the merger.

Written Consent of the sole Director
and sole Shareholder of
Swiss Agro Limited Corp. (Florida)

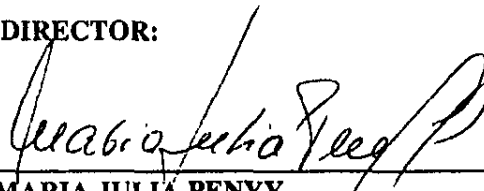
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NOW, THEREFORE, BE IT RESOLVED, that all shares of the Parent Corporation issued and any outstanding prior to the effective date shall be cancelled and extinguished and shall be converted into shares of the Subsidiary.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that all shares of the Subsidiary issued to the Parent Corporation shall be cancelled and transferred to the Trust.

IN WITNESS WHEREOF, the undersigned sole director and sole shareholder of the Subsidiary have executed this Written Consent effective as of the 17th day of March, 2015.

DIRECTOR:



MARIA JULIA PENYY

SHAREHOLDER:

SWISS AGRO LIMITED CORP., a
Panama corporation:

By: 

JOSE E. SILVA, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**WRITTEN CONSENT AND ADOPTION OF MERGER
OF THE SOLE DIRECTOR OF
SWISS AGRO LIMITED CORP.,
a Panama corporation**

The undersigned, **JOSE E. SILVA**, being the sole director of **SWISS AGRO LIMITED CORP.**, a Panama corporation (hereinafter the "Parent Corporation"), does hereby consent, confirm, and adopt the following:

WHEREAS, the Parent Corporation is one hundred percent (100%) shareholder of **SWISS AGRO LIMITED CORP.**, a Florida corporation (hereinafter the "Subsidiary");

WHEREAS, the Director has determined that it is in the best interest of the Parent Corporation to merge with and into the Subsidiary, that the Subsidiary be the surviving corporation, and that the Parent Corporation be discontinued and cease to exist;

WHEREAS, the Parent Corporation is wholly owned by **THE PEÑAROL TRUST** under agreement dated August 7, 2009 (hereinafter the "Trust");

WHEREAS, the Trust, being the sole shareholder of the Parent Corporation, has full right and authority to acquire the shares of the Subsidiary as the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED, upon the merger becoming effective, all property, rights, privileges, and assets of every kind of the Parent Corporation shall be transferred to, vested in and devolved into the Subsidiary, without further act or deed and all property rights and every other interests of the Parent Corporation shall become the property of the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, all corporate acts, plans, policies, contracts, approvals and authorizations of the Parent Corporation, and its shareholder, officers and agents, which were valid and effective immediately prior to the effective date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Subsidiary shall be effective and binding thereon as the same were with respect to the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, the assets, liabilities, reserves and accounts of the Parent Corporation shall be recorded on the books of the Subsidiary in the amounts at which they, respectively, had been carried in the books of the Parent Corporation subject to such adjustments or elimination of intercompany items as may be appropriate in giving effect to the merger.

SECRETARY OF COMMERCE
DIVISION OF CORPORATIONS
-2 AM 7:50

-2 AM 7:50

undersigned
e 17th

By: JOSE E. SILVA, sole Director