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MERGER OR SHARE EXCHANGE
AG-PRO HOLDINGS, INC.

Certificate of Status	0
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merger
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Fax Audit No. H12000303693

**ARTICLES OF MERGER
OF**

G,S & H ENTERPRISES, INC.
(a Georgia corporation)
BOSTON TRACTOR CO., INC.
(a Georgia corporation)
AG-PRO SOUTH MANAGERS, INC.
(an Arkansas corporation)
(collectively, "Merging Corporation")

WITH AND INTO

AG-PRO HOLDINGS, INC.
(a Florida corporation)
("Surviving Corporation")

The following Articles of Merger are being submitted in accordance with Section 607.1107 of the Florida Business Corporation Act (the "Florida Act").

The undersigned enter into these Articles of Merger by which G,S & H ENTERPRISES, INC., a Georgia corporation, and BOSTON TRACTOR CO., INC., a Georgia corporation, and AG-PRO SOUTH MANAGERS, INC., an Arkansas corporation (collectively, the "Merging Corporation"), shall be merged with and into AG-PRO HOLDINGS, INC., a Florida corporation (the "Surviving Corporation"), and the Surviving Corporation shall be the surviving business entity, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the Florida Act. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective at 11:59 P.M. on December 28, 2012.

THIRD, the Plan was adopted on December 28, 2012, pursuant to Section 607.1103 of the Florida Act, by joint unanimous written consent of the directors and shareholders of AG-PRO HOLDINGS, INC., a Florida corporation. The only voting group of AG-PRO HOLDINGS, INC., a Florida corporation, entitled to vote on adoption of the Plan was the holders of common stock. The number of votes cast by such voting group was sufficient for approval by that group.

FOURTH, the Plan was adopted on December 28, 2012, in accordance with the laws of the State of Georgia, by joint unanimous written consent of the directors and shareholders of G,S & H ENTERPRISES, INC., a Georgia corporation

FIFTH, the Plan was adopted on December 28, 2012, in accordance with the laws of the State of Georgia, by joint unanimous written consent of the directors and shareholders of BOSTON TRACTOR CO., INC., a Georgia corporation.

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SIXTH, the Plan was adopted on December 28, 2012, in accordance with the laws of the State of Arkansas, by joint unanimous written consent of the directors and shareholders of AG-PRO SOUTH MANAGERS, INC., an Arkansas corporation.

SEVENTH, these Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

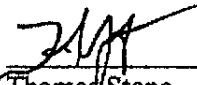
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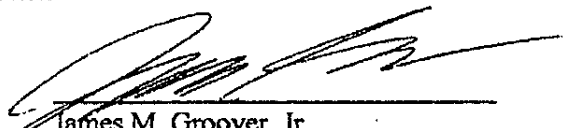
IN WITNESS WHEREOF, these Articles of Merger have been executed by AG-PRO HOLDINGS, INC., a Florida corporation, as the Surviving Corporation, and by G,S & H ENTERPRISES, INC., a Georgia corporation, BOSTON TRACTOR CO., INC., a Georgia corporation, and AG-PRO SOUTH MANAGERS, INC., an Arkansas corporation, as the Merging Corporations, this 28th day of December, 2012.

MERGING CORPORATIONS

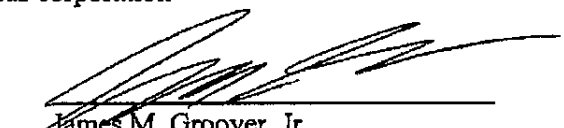
G,S & H ENTERPRISES, INC., a Georgia corporation

By: 
Name: Thomas Stone
Title: President

BOSTON TRACTOR CO., INC., a Georgia corporation

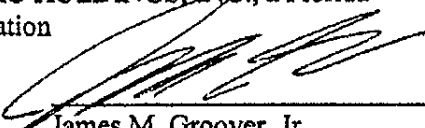
By: 
Name: James M. Groover, Jr.
Title: President

AG-PRO SOUTH MANAGERS, INC., an Arkansas corporation

By: 
Name: James M. Groover, Jr.
Title: President

SURVIVING CORPORATION

AG-PRO HOLDINGS, INC., a Florida corporation

By: 
Name: James M. Groover, Jr.
Title: President

Fax Audit No. H12000303693

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") dated as of December 28, 2012 provides for the merger (the "Merger") of Boston Tractor Co., Inc., a Georgia corporation ("Boston") GS&H Enterprises, Inc., a Georgia corporation ("Enterprises") and Ag-Pro South Managers, Inc., an Arkansas corporation ("South," ("Merging Corporations") with and into Ag-Pro Holdings, Inc., a Florida corporation (the "Surviving Corporation"), as follows:

1. **Merger.** Upon effectiveness of the Merger, the Merging Corporations shall be merged with and into the Surviving Corporation, the separate existence of the Merging Corporations shall cease and the Surviving Corporation shall be the surviving business entity.

2. **Effective Time.** The Merger of Merging Corporations with and into the Surviving Corporation shall become effective at 11:59 p.m. on December 28, 2012 (the "Effective Time").

3. **Conversion of Shares of Merging Corporations.** At the Effective Time, all of the shares of capital stock of the Merging Corporations which are issued and outstanding at the Effective Time shall be retired and cancelled, automatically, without any further action on the part of Merging Corporations or the Surviving Corporation, or otherwise.

4. **Effect of Merger.** At the Effective Time, the separate existence of Merging Corporations shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of Merging Corporations, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Merging Corporations, and neither the rights of creditors nor any liens on the property of Merging Corporations shall be impaired by the Merger. If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporations acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of Merging Corporations, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of Merging Corporations, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of Merging Corporations acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

5. **Surviving Corporation.** Ag-Pro Holdings, Inc., a Florida corporation, is the Surviving Corporation and its business address is 4281 US Highway 84; Dixie, GA 31629.

6. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Time by any of the Merging Corporations or the Surviving Corporation.

[Signatures appear on the following page]

Fax Audit No. H12000303693

Surviving Corporation

Ag-Pro Holdings, Inc., a Florida corporation

By: 

Name: James M. Groover, Jr.

Its: President

Merging Corporations

GS&H Enterprises, Inc., a Georgia corporation

By: 

Name: Thomas Stone

Its: President

Boston Tractor Co., Inc., a Georgia corporation

By: 

Name: James M. Groover, Jr.

Its: President

Ag-Pro South Managers, Inc., an Arkansas corporation

By: 

Name: James M. Groover, Jr.

Its: President