

P130000019477

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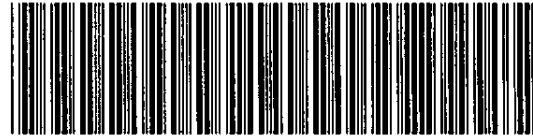
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2008 AUG 16 PM 3:10
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CERTIFICATE OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG 16 AM 9:40

of

DYMAK USA, LLC., Florida LLC number L11000132811

with and into

DYMAK USA, Inc., Florida Corporation number P13000019477

This **CERTIFICATE OF MERGER** (the "Certificate") is made and entered into on August 07, 2013 by DYMAK USA, Inc. being the surviving party in the above captioned merger. (the "Merger")

RECITALS

WHEREAS AGREEMENT AND PLAN OF MERGER and **ACTION ON PLAN OF MERGER** has on today's date been Executed by the respective parties as it appears from the AGREEMENT AND PLAN OF MERGER and ACTION ON PLAN OF MERGER attached to this Certificate;

WHEREAS the surviving entity, DYMAK USA, Inc., desires to deliver to the Florida Department of State a certificate as described in Section 608.4382 of the Florida Business organizations Act.

NOW, THEREFORE, the following Certificate is issued and delivered:

ARTICLE I

Parties to the Merger

The merging party of the Merger is:

DYMAK USA, LLC., Florida LLC number L11000132811, a Florida Limited Liability Company

The surviving party of the Merger is:

DYMAK USA, Inc., Florida Corporation number P13000019477, as Florida Profit Corporation.

ARTICLE II

Approval of the Agreement and Plan of Merger

The attached Agreement and Plan of Merger was approved by both parties to the Merger in accordance with the applicable provisions of Chapter 608 of Florida Statutes and other relevant provisions of said Chapter.

ARTICLE III

Effective date of the Merger

The Merger shall be effective on the date of filing the Merger as stated in ARTICLE VI of the Agreement and Plan of Merger.

ARTICLE IV

Special Power

The Sole Owner hereby specifically empower attorney at law, Mr. Finn Martensen, to act on behalf of the Sole Owner in respect to all actions necessary to carry out the purposes of this Certificate.

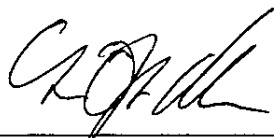
ARTICLE V

Counterparts

This Action shall be executed in two (2) counterparts and each such counterpart shall, for all purposes, be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF this **CERTIFICATE OF MERGER** has been signed on behalf of DYMAK USA, Inc.

Signed on August 07, 2013, in Odense, Denmark by the Sole Board member of DYMAK USA, Inc.

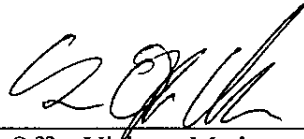


Soren Offer Viskum Madsen

Acceptance by the merging party:

All the aforementioned is hereby accepted by the merging party, DYMAK USA, LLC

Signed on August 07, 2013, in Odense, Denmark by the sole manager of DYMAK USA, LLC



Søren Offer Viskum Madsen

AGREEMENT AND PLAN OF MERGER

of

DYMAK USA, LLC., Florida LLC number L11000132811

with and into

DYMAK USA, Inc., Florida Corporation number P13000019477

This **AGREEMENT AND PLAN OF MERGER** (the "Agreement") is made and entered into as of August 07, 2013 by and between DYMAK USA, LLC, a Florida Limited Liability Company, and DYMAK USA, Inc., a Florida Profit Corporation.

RECITALS

WHEREAS all shares issued and outstanding in DYMAK USA, Inc. as well as the entire membership interests in DYMAK USA, LLC are currently held by DYMAK A/S, a corporation incorporated in Denmark under corporation number 19 75 78 03 (Hereinafter referred to as the "Sole Owner");

WHEREAS the sole manager of DYMAK USA, LLC and the sole director of DYMAK USA, Inc. by unanimous vote of each such entity deem it advisable and for the benefit of their entities that DYMAK USA, LLC be merged into DYMAK USA, Inc. under the terms and conditions hereinafter set forth said sole manager and sole director have approved this **AGREEMENT AND PLAN OF MERGER**.

NOW, THEREFORE, DYMAK USA, Inc. and DYMAK USA, LLC having agreed that pursuant to Section 608.438 of the Florida Business Organizations Act, and other relevant provisions of said Act, and subject to the conditions hereinafter set forth, DYMAK USA, LLC shall be merged into DYMAK USA, Inc., which shall be the surviving corporation, and that the plan, terms and conditions of such merger (hereinafter referred to as the "Merger") shall be as follows:

ARTICLE 1

Transfers

At the Time of Merger as defined in Article VI hereof, DYMAK USA, LLC shall be merged into DYMAK USA, Inc. and the separate existence of DYMAK USA, LLC shall cease (except insofar as it may be continued by statute or in order to carry out the purposes of this Agreement) and DYMAK USA, Inc. as the surviving corporation shall continue to exist and shall be governed by the laws of Florida with its present name.

At the Time of Merger, DYMAK USA, Inc. shall without further act or deed, own and possess all the property of every description, real, personal and mixed, of DYMAK USA, LLC as

provided by the Florida Business Organizations Act. Also, as provided by these provisions, all rights of creditors and of any persons dealing with DYMAK USA, LLC and all liens upon any property of DYMAK USA, LLC, shall be preserved unimpaired by the Merger, and all debts, liabilities, obligations and duties of DYMAK USA, LLC shall henceforth attach to DYMAK USA, Inc. and may be enforced against it to the same extent as if the same had been incurred by it.

ARTICLE II

Conversion of Shares

The manner and basis of converting the ownership interest of DYMAK USA, LLC into shares of DYMAK USA, Inc. at the Time of Merger shall be as follows:

In recognizing that all outstanding ownership interests of DYMAK USA, LLC and all outstanding Shares of DYMAK USA, Inc. prior to the merger is owned by the Sole Owner, and in recognizing that the contemplated transaction does not affect the Sole Owner's ownership of all shares of DYMAK USA, Inc., the parties agree that issuance of new shares in DYMAK USA, Inc. will have no economic significance. Thus, in return for surrendering the ownership interests of DYMAK USA, LLC, the value of the Sole Owner's shares in DYMAK USA, Inc. will be increased by the value of the assets of DYMAK USA, LLC contributed to its capital in consequence of the merger. In other words, after the merger, the value of the existing shares of DYMAK USA, Inc. will be determined based on the fact that such corporation now owns the combined assets of the two merging entities.

ARTICLE III

Board of Directors and Officers

The number of directors of DYMAK USA, Inc. upon the Merger becoming effective shall be unchanged. Thus, the name of the sole director to serve until the next meeting of shareholders of DYMAK USA, Inc. to be held after the Time of Merger shall be as follows:

Mr. Soren Offer Viskum Madsen

If at the Time of Merger a vacancy shall exist in the Board of Directors of DYMAK USA, Inc. as set forth above, by any reason, such vacancy shall be filled in the manner provided in the Bylaws of DYMAK USA, Inc.

The officers of DYMAK USA, Inc. upon the Merger becoming effective shall be the officers of DYMAK USA, Inc. prior to the Merger, such officers being:

President:	Mr. Soren Offer Viskum Madsen
Treasurer:	Mr. Soren Offer Viskum Madsen
Corporate Secretary:	Mr. Soren Offer Viskum Madsen

If at the Time of Merger a vacancy shall exist in the officers as set forth above, by any reason, such vacancy shall be filled in the manner provided in the Bylaws of DYMAK USA, Inc.

ARTICLE IV
Articles of Incorporation and Bylaws

The Articles of Incorporation and the Bylaws of DYMAK USA, Inc. shall continue to be the Articles of Incorporation and the Bylaws of DYMAK USA, Inc. as prior to the time of Merger until these documents shall be altered or amended in the manner provided in the Bylaws of DYMAK USA, Inc.

ARTICLE V
Action on Plan of Merger

As soon as practical, DYMAK USA, Inc. and DYMAK USA, LLC shall each hold a meeting of its respective sole shareholder and sole member for the purpose of considering and acting upon this Agreement and any other matters necessary and proper to carry out the transactions contemplated by this Agreement.

ARTICLE VI
Effectuation of Merger

Subject to the provisions hereof, as soon as practicable after the adoption of this Agreement and the actions contemplated by Article V hereof, the further procedures to effectuate the Merger specified the Business Organizations Code of Florida shall be carried out and the Merger shall become effective on the date of filing the certificate of merger.

ARTICLE VII
Plan of Reorganization

This Agreement constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

ARTICLE VIII
Rights of Others

Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended or shall be construed to confer upon or to give any person, firm or corporation other than DYMAK USA, Inc., DYMAK USA, LLC and their respective owners any rights or remedies under or by reason of this Agreement.

ARTICLE IX
Further Actions

From time to time and when requested by DYMAK USA, Inc. or by its successors or assigns, DYMAK USA, LLC shall execute and deliver such documents and other instruments, and take or cause to be taken such further action as shall be necessary to vest or perfect title to or

possession of to DYMAK USA, Inc. of all properties, interests, rights, privileges, and powers of DYMAK USA, LLC or otherwise to carry out the purposes of this Agreement.

ARTICLE X
Special Power

The Boards of Directors of DYMAK USA, Inc. and the sole manager of DYMAK USA, LLC hereby specifically empower attorney at law, Mr. Finn Martensen, to act on behalf of both entities in respect to all actions necessary to carry out the purposes of this Agreement.

ARTICLE XI
Counterparts

This Agreement shall be executed in two (2) counterparts and each such counterpart shall, for all purposes, be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF this **AGREEMENT AND PLAN OF MERGER** has been signed by the Board of Directors of DYMAK USA, Inc. and the sole manager of DYMAK USA, LLC.

Signed on August 07, 2013, in Odense, Denmark by the Board of Directors of DYMAK USA, Inc..



Søren Offer Viskum Madsen ,
Sole Director

Signed on August 07, 2013 in Odense, Denmark by the sole manager of DYMAK USA, LLC.



Søren Offer Viskum Madsen ,
Sole Manager

ACTION ON PLAN OF MERGER

of

DYMAK USA, LLC., Florida LLC number L11000132811

with and into

DYMAK USA, Inc., Florida Corporation number P13000019477

This **ACTION** (the "Action") is made and entered into on August 07, 2013 by DYMAK A/S the sole owner of both DYMAK USA, LLC and DYMAK USA, Inc.

RECITALS

WHEREAS AGREEMENT AND PLAN OF MERGER (the "Agreement") regarding the above captioned entities has on today's date been Executed by the sole manager of DYMAK USA, LLC and the sole director of DYMAK USA, Inc. as it appears from the attached Agreement and Plan of Merger;

WHEREAS the sole member of DYMAK USA, LLC and the sole shareholder of DYMAK USA, Inc. desires to approve the above captioned merger according to the provisions found in Section 608.4381 of the Florida Business Organizations Act;

WHEREAS the entire amount of shares issued and outstanding in DYMAK USA, Inc. as well as the entire membership interests in DYMAK USA, LLC is currently held by DYMAK A/S, a corporation incorporated in Denmark under corporation number 19 75 78 03. (the "Sole Owner");

WHEREAS two Presidents (Direktører) of the Sole Owner, according to the Sole Owner's By-Laws, may act with full corporate effect on behalf of the Sole Owner.

NOW, THEREFORE, the following actions are taken by the Sole Owner

ARTICLE I

Notification

With reference to Section 608.4381(3) of the Florida Business Organizations Act the Sole Owner hereby expressly waives notification pursuant to Section 608.455 of the Florida Business Organizations Act.

ARTICLE II

No Appraisal rights

The Sole Owner hereby declares that no appraisal rights have been granted.

ARTICLE III

Approval of the Agreement and Plan of Merger

The Sole Owner hereby approves to carry out the transactions contemplated by the Agreement and Plan of Merger executed by the sole manager of DYMAK USA, LLC and the sole director of DYMAK USA, Inc. as of today's date.

All terms of said Agreement and Plan of Merger is hereby approved in a manner required by the two entities' articles of incorporation, articles of organization, by-laws and operating agreement.

Further, it is hereby unanimously decided to continue the further procedures to effectuate the merger specified by the Florida Business Organizations Act to make the merger effective under Florida law.

ARTICLE IV

Special Power

The Sole Owner hereby specifically empower attorney at law, Mr. Finn Martensen, to act on behalf of the Sole Owner in respect to all actions necessary to carry out the purposes of this Action.

ARTICLE V

Counterparts

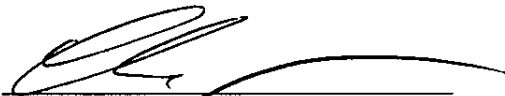
This Action shall be executed in two (2) counterparts and each such counterpart shall, for all purposes, be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF this **ACTION ON PLAN OF MERGER** has been signed by the two Presidents (Direktører) of the Sole Owner, DYMAK A/S.

Signed on August 07, 2013, in Odense, Denmark by the two Presidents of DYMAK A/S



Søren Offer Viskum Madsen
President (Direktør)



Claus Juul Bogelund
President (Direktør)