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MERGER OR SHARE EXCHANGE
Global Agricultural Partners, Inc.

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AUG 25 2017

T. LEMMEUX

Merger

ARTICLES OF MERGER
GLOBAL AGRICULTURAL PARTNERS, INC.,
an Illinois Corporation (Merging Corporation)
with and into
GLOBAL AGRICULTURAL PARTNERS, INC.,
a Florida Corporation (Surviving Corporation)

FILED
2017 AUG 24 A 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, *Florida Statutes* and with Article 11 of the Illinois Business Corporation Act (805 ILCS 5/Art. 11).

Article 1. The name of the surviving corporation is Global Agricultural Partners, Inc., a Florida corporation ("Global Ag Partners Florida" or "Surviving Corporation") (document number P17000063499).

Article 2. The name of the merging corporation is Global Agricultural Partners, Inc., an Illinois corporation ("Global Ag Partners Illinois" or "Merging Corporation").

Article 3. The Agreement and Plan of Merger is attached hereto as Exhibit A.

Article 4. The effective date of the merger shall be the later of (i) August 24, 2017; (ii) the date on which these articles are filed with the Department of State of the State of Florida; or (iii) the date on which the Articles of Merger are filed with the Secretary of State of the State of Illinois.

Article 5. The Agreement and Plan of Merger was adopted by the Board of Directors and all of the shareholders of Global Ag Partners Florida by unanimous written consent on August 7, 2017 constituting the necessary approval of the merger by such corporation pursuant to the laws of its state of incorporation.

Article 6. The Agreement and Plan of Merger was adopted by the shareholders and directors of Global Ag Partners Illinois by unanimous written consent on August 7, 2017 constituting the necessary approval of the merger by such corporation pursuant to the laws of its state of incorporation.

Article 7. The location of the principal office of the Surviving Corporation in Florida is 4309 Crayton Rd, Naples, Florida 34103.

Article 8. The Surviving Corporation hereby consents to be sued and served with process in Illinois and irrevocable appoints the Illinois Secretary of State as its agent to accept service of process in any proceeding in Illinois (if no other agent has been appointed by the Surviving Corporation) to enforce against the Surviving Corporation any obligation of the Merging Corporation or to enforce the rights of a dissenting shareholder, if any, of the Merging Corporation.

AUG. 24. 2017 2:40PM

GRANT FRIDKIN 239-514-0377

NO. 0598 P. 3

Fax Audit #H170002273453

IN WITNESS WHEREOF, the undersigned entities have executed these Articles of Merger as of the 7 day of August, 2017.

Global Agricultural Partners, Inc.
a Florida corporation

By: 

Murray R. Wise, President

Global Agricultural Partners, Inc.,
an Illinois corporation

By: 

Murray R. Wise, President

Exhibit A: Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement of Merger") is made and entered into as of the 7 day of August, 2017, by and between Global Agricultural Partners, Inc., an Illinois corporation ("Illinois Entity"), and Global Agricultural Partners, Inc., a Florida corporation ("Florida Entity").

RECITALS:

A. The voting shareholders of the Illinois Entity and the Florida Entity have resolved that the Illinois Entity be merged with and into the Florida Entity, pursuant to the Florida Business Corporation Act (the "Florida Act") and the Illinois General Corporation Act (the "Illinois Act") as a single corporation existing under the laws of the State of Florida, to wit, the Florida Entity, which shall be the surviving entity (such entity in its capacity as such surviving entity being sometimes referred to herein as the "Surviving Entity"); and

B. The shareholders' interests in the Illinois Entity and the Florida Entity shall be identical upon the consummation of the Merger (defined below).

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree as follows:

ARTICLE I**MERGER**

In accordance with the provisions of the Florida Act and the Illinois Act, the Illinois Entity shall be, at the Effective Date (as such term is hereinafter defined), merged ("Merger") with and into the Florida Entity as a single corporation existing under the laws of the State of Florida. The parties hereto adopt and agree to the agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect as provided herein.

ARTICLE II**FILINGS; EFFECTS OF MERGER**

2.1 Filing of Certificate of Merger. If (a) this Agreement has been adopted by the shareholders and the Board of Directors of the Florida Entity in accordance with the Florida Act, (b) this Agreement has been adopted by the shareholders of the Illinois Entity in accordance with the Illinois Act, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or

abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded with the Florida Secretary of State in accordance with the Florida Act.

2.2 Effective Date. The Merger shall become effective upon the date identified in the Articles of Merger of the State of Florida, which date is herein referred to as the "Effective Date."

2.3 Certain Effects of Merger. On the Effective Date, the separate existence of the Illinois Entity shall cease, and the Illinois Entity shall be merged with and into the Florida Entity which, as the Surviving Entity, shall possess all the rights, privileges, powers, licenses and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Illinois Entity; and all and singular, the rights, privileges, powers, licenses and franchises of the Illinois Entity, and all property, real, personal, and mixed, and all debts due to the Illinois Entity on whatever account, shall be vested in the Surviving Entity; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter shall be the property of the Surviving Entity as they were of the Illinois Entity, and the title to any real estate vested by deed or otherwise, under the laws of Illinois or any other jurisdiction, in the Illinois Entity, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Illinois Entity shall be preserved unimpaired, and all debts, liabilities, and duties of the Illinois Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, any officer of the Surviving Entity, may, in the name of the Illinois Entity, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Entity title to and possession of all the Illinois Entity's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

ARTICLE III

NAME OF SURVIVING ENTITY

The name of the Surviving Entity from and after the Effective Date shall be Global Agricultural Partners, Inc., a Florida corporation.

ARTICLE IV

ARTICLES OF INCORPORATION

The Certificate of Incorporation of the Florida Entity as in effect on the date hereof shall, from and after the Effective Date, as amended by the Articles of Merger, be, and continue to be, the Articles of Incorporation of the Surviving Entity until changed or amended as provided by law.

ARTICLE V

BYLAWS

The Bylaws of the Florida Entity as in effect on the date hereof shall, from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Entity until changed or amended as provided therein.

ARTICLE VI

STATUS AND CONVERSION OF SHAREHOLDERS' INTERESTS

The manner and basis of converting the shares of the Illinois Entity, the merging corporation into securities of the Florida Entity, the surviving corporation, cash or other property is as follows: Upon the Effective Date of the merger, each share of the Illinois Entity's common stock, without par value, issued and outstanding immediately prior to such effective date, shall, by virtue of the Merger, and without any action on the part of the holder thereof, be converted into one-half (1/2) shares of the common stock, without par value, of the Surviving Entity. By way of example: Two shares of common stock of the Illinois Entity shall be converted into one share of the Surviving Entity.

ARTICLE VII

MISCELLANEOUS

7.1 **Termination.** This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the Chief Executive Officer or the President of the Illinois Entity and the Florida Entity, or if the shareholders of the Illinois Entity or the Florida Entity duly adopt a resolution abandoning this Agreement of Merger.

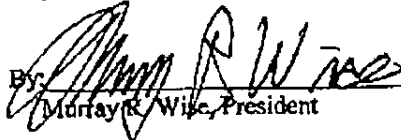
7.2 Secretary of State Appointment. The Surviving Entity appoints the Illinois Secretary of State as its agent to accept service of process in any proceeding in Illinois to enforce against the Surviving Entity any obligation of the Illinois Entity or to enforce the right, of a dissenting Shareholder, if any, of the Illinois Entity.

7.3 Counterparts. This Agreement may be executed in multiple counterparts, but each such counterpart shall be deemed to be an original instrument.

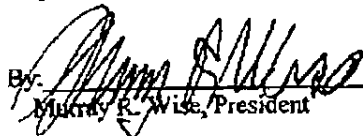
* * * * *

IN WITNESS WHEREOF, this Agreement has been executed by the parties as of the date first above written.

Global Agricultural Partners, Inc., an Illinois corporation

By: 
Murray R. Wise, President

Global Agricultural Partners, Inc., a Florida corporation

By: 
Murray R. Wise, President