

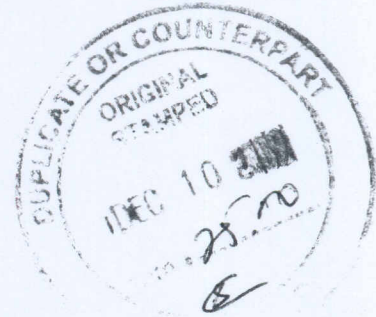
REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, (Chap. 81:01)

(Section 225)

ARTICLES OF AMALGAMATION

FORM 14



1. Name of Company Company No:

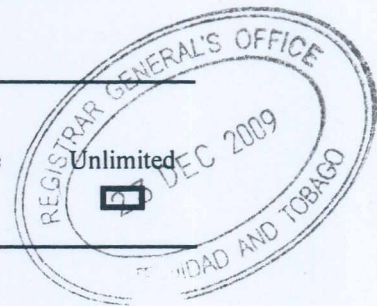
AGOSTINI'S LIMITED

2. Liability of Members

Limited by shares Limited by Guarantee Limited by Shares and Guarantee



Unlimited



3. Is the Company a Public Company?

☒ Yes

☐ No

4. The classes of shares and any maximum number of shares in each class that the Company is authorized to issue

The annexed First Schedule is incorporated in this form

5. Restrictions, if any, on share transfers or share ownership

None

6. Variation of Pre-emptive Rights

The annexed Second Schedule is incorporated in this form.

REGISTERED

7. Restrictions, if any, on powers of directors to amend by-laws

None

8. Number (or minimum and maximum number) of Directors

The minimum number of Directors is three (3) and the maximum sixteen (16).

9. Restrictions, if any, on business the Company may carry on

None

10. Other provisions, if any

The annexed Third Schedule is incorporated into this form.

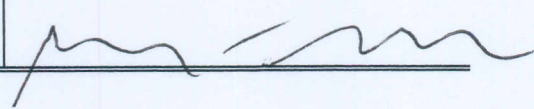
5

11. Names of Amalgamating Companies

Agostini's Limited;
Agostini Industries Limited; and
Agos Manufacturing Limited

Company Nos.

A-5836(95) A
A-1306(C)
A-160(C)

| 12. | Date | Name and Title | Signature |
|-----|---------------------------------|-------------------------------------|---|
| | 8 th December, 2009. | Anthony Joseph Agostini DIRECTOR |  |

REGISTERED

THE COMPANIES ACT, (Chap. 81:01)

ARTICLES OF AMALGAMATION

FORM 14

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulation 3 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 3(5) of the said Regulations.

Item 1:

Set out a proposed corporate name that complies with section 493 of the Act and with regulations 6 and 7 of the Regulations and state company number except where a number has not yet been assigned.

Item 2:

Indicate whether the liability of members is limited by shares, by guarantee or by both shares and guarantee or whether the liability of members is unlimited. Tick the appropriate box.

Item 3:

Indicate whether the company is a public company. Tick the appropriate box.

Item 4:

Set out the details required by section 9(1)(c) of the Act. All shares must be without nominal or par value and must comply with Division 3 of Part III of the Act.

If there will be two or more classes of shares, state the rights, privileges, restrictions and conditions attaching to each class of shares. If a class of shares can be issued in series, state the authority, if any, given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of each series.

State any maximum number of shares in a class of shares that the company is authorized to issue.

Item 5:

If restrictions are to be placed on the right to transfer or own shares of the company, set out a statement to this effect and the nature of such restrictions.

Item 6:

If the pre-emptive rights under section 38 of the Act with respect to the issue of shares are to be varied, state the nature of any such variation.

Item 7:

If the power of the directors to make, amend or repeal the by-laws under section 66 of the Act is restricted, state the nature of any such restriction.

Item 8:

State the number of directors. If cumulative voting is permitted, the number of directors must be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

Item 9:

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

Item 10:

Insert any provision which may be included in the articles.

If the company is limited by guarantee, state -

- (a) that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount; and
- (b) the number of members with which the company is proposed to be registered.

The articles of a company may provide for anything permitted by the Act or any other law to be provided for by the by-laws of the company.

The following sections of the Act give a company the option to make, in its articles, provisions for the company which are different to the provisions set out in the Act:

(a) section 38(1) - see item 6 above; (b) section 60 - re. restriction of power of directors (c) section 66(1) - see item 7 above; (d) section 70 - re. directors' share holdings; (e) section 80 - re. directors' meetings; (f) section 81(1) - re. notice of directors' meetings; (g) section 98(1) and (2) - re. borrowing powers of directors; (h) section 113(3) - re. notice of adjourned meeting of shareholders; (i) section 127(1), (2) and (3) - re. quorum at meetings of shareholders; (j) section 128 - re. voting on a show of hands or on a ballot; (k) section 130 - re. voting of shares held by joint shareholders; (l) section 131 - re. method of voting at meetings of shareholders; (m) section 216 - re. right of shareholders of a class to vote separately on certain proposed amendments to the articles; (n) section 314 - re. transferability of member's interest in a non-profit company; and (o) section 426 - re. distribution of property of company on voluntary winding up.

Item 11:

State names of amalgamating companies and their respective company numbers.

Item 12:

A director or authorized officer of the company shall sign the Articles.

Set out title in relation to amalgamated company.

Other Notices and Documents:

- (1) The Articles must be accompanied by a Notice of Registered Office (Form 4), a Notice of Directors (Form 8), and a statutory declaration of a director or authorized officer of each amalgamating company in accordance with subsection (2) of section 225 of the Act.
- (2) If the amalgamation is effected under section 222 of the Act, the Articles must be accompanied by a copy of the amalgamation agreement and a copy of the required special resolution of shareholders of each amalgamating company.
- (3) If the amalgamation is effected under section 223 or 224 of the Act, the Articles must be accompanied by a copy of the required directors' resolution of each amalgamating company.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

REPUBLIC OF TRINIDAD AND TOBAGO



**THE COMPANIES ACT CHAP. 81:01
AGOSTINI'S LIMITED
ARTICLES OF AMALGAMATION
FIRST SCHEDULE**

4. The Classes of Shares and any maximum number of shares in each class that the Company is authorised to issue:

1. The Company is authorised to issue:

- (a) an unlimited number of shares of one class to be designated as common shares; and
- (b) an unlimited number of redeemable shares of one class to be designated as redeemable preference shares.

2. The common shares of the Company shall have attached thereto (in addition to the rights, privileges, restrictions and conditions contained in the Companies Act Chap. 81:01) the following rights, privileges, restrictions and conditions:

(a) DIVIDENDS:

Subject to the prior rights of the holders of the preference shares and to any other shares ranking senior to the common shares with respect to priority in the payment of dividends, the holders of common shares shall be entitled to receive dividends and the Company shall pay dividends thereon as and when declared by the board of directors of the Company out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

(b) DISSOLUTION

In the event of the dissolution, liquidation or winding-up of the Company, whether voluntary or involuntary, or any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the

preference shares and to any other shares ranking senior to the common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the common shares shall be entitled to receive the remaining property and assets of the Company.

(c) **VOTING RIGHTS**

The holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Company and shall have one vote for each common share held at all meetings of the shareholders of the Company, except for meetings at which only holders of another specified class of shares of the Company are entitled to vote separately as a class.

3. The preference shares of the Company shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **DIVIDENDS**

The holders of preference shares shall be entitled to receive dividends and the Company shall pay dividends thereon as and when declared by the Company out of monies properly applicable to the payment of dividends, in such amount and in such form as the Company may from time to time determine and all dividends which the Company may declare shall be declared and paid in equal amounts per share on all preference shares at the time outstanding.

(b) **DISSOLUTION**

In the event of the dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, or any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of the preference shares shall be entitled to priority over the common shares to receive the property and assets of the Company.

(c) **REDEMPTION**

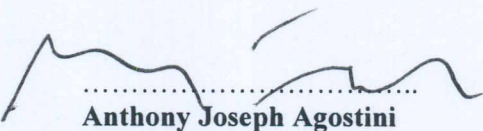
- (i) Subject to the provisions of subsection 45 (2) of the Companies Chap.81:01, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and in the case of such amend-ment, re-enactment or replacement, any reference herein shall be read as referring to such amended, re-enacted or replaced provisions) the Company may, upon giving notice as hereinafter provided, redeem at any time the

whole or from time to time any part of the then outstanding preference shares on payment for each Share equivalent to the result obtained when the amount in the stated capital account for the preference shares is divided by the number of issued and outstanding preference shares together with all declared and unpaid preferential accumulative cash dividends thereon.


- (ii) In the case of redemption of preference shares under the provisions of Clause (i) hereof, the Company shall at least 20 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of preference shares to be redeemed a notice in writing of the intention of the Company to redeem such preference shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Company or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided however that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the redemption price and the date on which redemption is to take place and, if only part of the preference shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Company shall pay or cause to be paid to or to the order of the registered holders of the preference shares to be redeemed the redemption price thereof on presentation and surrender of the certificates representing the preference shares called for redemption at the registered office of the Company or any other place or places designated in the notice of redemption. If only a part of the shares represented by any certificate be redeemed a new certificate for the balance shall be issued at the expense of the Company. Subject to the provisions of clause (iii) below, on and after the date specified for redemption in any such notice, the preference shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions in which case the rights of the shareholders shall remain unaffected.
- (iii) The Company shall have the right, at any time on or after the date of mailing of notice of its intention to redeem any preference shares as aforesaid, to deposit the redemption price of the shares so called for redemption or of such of the preference shares

represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in a specified bank or a specified trust company in Trinidad and Tobago, named in such notice of redemption, to be paid without interest to or to the order of the respective holders of such preference shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the preference shares in respect whereof such deposit shall have been made shall be deemed to be redeemed and all rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the certificates held by them respectively. Any interest allowed on any such deposit shall belong to the Company. Redemption monies that are represented by a cheque which has not been presented to the Company's bankers for payment or that otherwise remain unclaimed (including moneys held on deposit to a special account as provided for above) for a period of six (6) years from the date specified for redemption shall be forfeited to the Company.

- (iv) In case only a part of the preference shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot or in such other manner as the board of directors of the Company in its sole discretion by resolution may determine.


.....
Anthony Joseph Agostini
Director
Agostini's Limited

Date: 8th December, 2009.



REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT CHAP. 81:01

**AGOSTINI'S LIMITED
ARTICLES OF AMALGAMATION**

THIRD SCHEDULE

10. OTHER PROVISIONS:

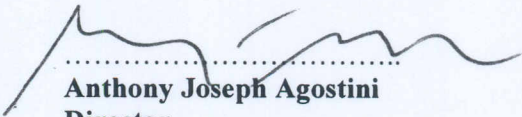
10.1 LIEN OF INDEBTEDNESS

The Company shall have a first and paramount lien upon all the shares registered in the name of each member (whether solely or jointly with others) and upon the proceeds of the sale thereof, for his/her debts, liabilities and engagements, solely or jointly with any other person to or with the Company whether the period for the payment, fulfillment or discharge thereof, shall have actually arrived or not, and no equitable interest in any share shall be created except upon the footing and condition that this provision is to have full effect. And such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

Such lien may be enforced by the directors of the Company in accordance with the By-laws of the Company for the time being in force.

10.2 APPOINTMENT OF ADDITIONAL DIRECTORS

The directors shall have power at any time, and from time to time, to appoint any other person who is approved by all the directors as a director as an addition to the Board, but so that the total number of directors shall not at anytime exceed the maximum number fixed by the Articles, but any director so appointed shall hold office only until the conclusion of the next following annual meeting of the Company and shall be eligible for re-election at such meeting.


.....
Anthony Joseph Agostini
Director
Agostini's Limited

Date: , 2009.

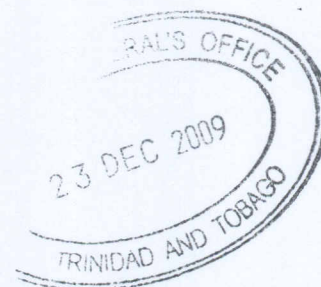
REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT CHAP. 81:01

AGOSTINI'S LIMITED

ARTICLES OF AMALGAMATION

SECOND SCHEDULE



6. VARIATION OF PRE-EMPTIVE RIGHTS:

- 6.1 Subject to the provisions of any written contract by which the Company is bound the shares of the Company shall be under the control of the directors of the Company who may issue, allot, place under option, or otherwise dispose of any such shares at such times and on such terms and conditions as they think fit and the pre-emptive right provided for in Section 38 of the Companies Act Chap.81:01 shall not apply and no shareholder of the Company or other person shall have pre-emptive right to acquire any shares issued or intended to be issued by the directors of the Company.

.....
Anthony Joseph Agostini
Director
Agostini's Limited

Date: 8th December, 2009.

REGISTERED

REPUBLIC OF TRINIDAD AND TOBAGO:



IN THE MATTER OF

subsection 225 (2) of the *Companies Act (Chap. 81:01)* and
the amalgamation (the "Amalgamation") of

AGOSTINI'S LIMITED

and

AGOSTINI INDUSTRIES LIMITED

and

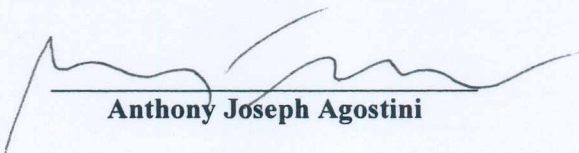
AGOS MANUFACTURING LIMITED

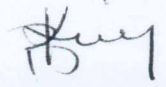
I, **ANTHONY JOSEPH AGOSTINI**, of No. 19 Ellerslie Park, Maraval, SOLEMNLY
DECLARE THAT:

1. I am a director of **AGOSTINI'S LIMITED** (the "Company") and as such have knowledge of the matters herein declared.
2. I have conducted such examinations of the books and records of the Company and have made such other inquiries and investigations as I have considered necessary or advisable to enable me to make the declaration set out in paragraph 3.
3. There are reasonable grounds for believing that:
 - (a) the Company is, and the company continuing from the Amalgamation (the "Amalgamated Company") will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Company's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Company will be prejudiced by the Amalgamation.

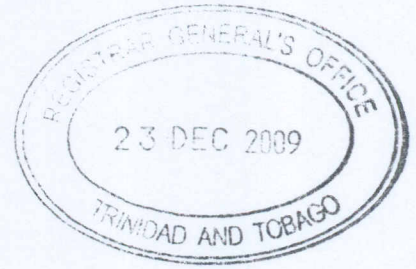
AND I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Statutory Declarations Act (*Chap. 7:04*).

✓ Declared before me
at 17-19 Pembroke Street,
Port of Spain this 8th
day of December, 2009


Anthony Joseph Agostini


BARBARA REMY
Commissioner of Affidavits

REPUBLIC OF TRINIDAD AND TOBAGO:



IN THE MATTER OF

subsection 225 (2) of the *Companies Act (Chap. 81:01)* and
the amalgamation (the "Amalgamation") of

AGOSTINI'S LIMITED

and

AGOSTINI INDUSTRIES LIMITED

and

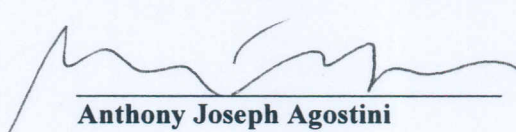
AGOS MANUFACTURING LIMITED

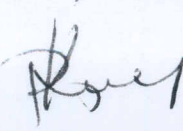
I, ANTHONY JOSEPH AGOSTINI, of No. 19 Ellerslie Park, Maraval, SOLEMNLY
DECLARE THAT:

1. I am a director of **AGOSTINI INDUSTRIES LIMITED** (the "Company") and as such have knowledge of the matters herein declared.
2. I have conducted such examinations of the books and records of the Company and have made such other inquiries and investigations as I have considered necessary or advisable to enable me to make the declaration set out in paragraph 3.
3. There are reasonable grounds for believing that:
 - (a) the Company is, and the company continuing from the Amalgamation (the "Amalgamated Company") will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Company's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Company will be prejudiced by the Amalgamation.

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Statutory Declarations Act (*Chap. 7:04*).

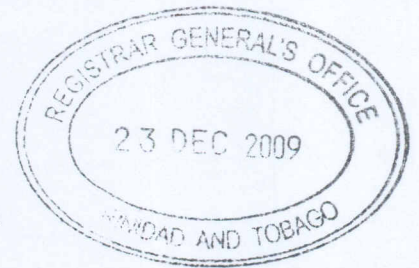
Declared before me
at 17-19 Pembroke Street,
Port of Spain this 3rd
day of December, 2009


Anthony Joseph Agostini


BARBARA REMY
Commissioner of Affidavits

REGISTERED

REPUBLIC OF TRINIDAD AND TOBAGO:



IN THE MATTER OF

subsection 225 (2) of the *Companies Act (Chap. 81:01)* and
the amalgamation (the "Amalgamation") of

AGOSTINI'S LIMITED

and

AGOSTINI INDUSTRIES LIMITED

and

AGOS MANUFACTURING LIMITED

I, ANTHONY JOSEPH AGOSTINI, of No. 19 Ellerslie Park, Maraval, SOLEMNLY
DECLARE THAT:

1. I am a director of **AGOS MANUFACTURING LIMITED** (the "Company") and as such have knowledge of the matters herein declared.
2. I have conducted such examinations of the books and records of the Company and have made such other inquiries and investigations as I have considered necessary or advisable to enable me to make the declaration set out in paragraph 3.
3. There are reasonable grounds for believing that:
 - (a) the Company is, and the company continuing from the Amalgamation (the "Amalgamated Company") will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Company's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Company will be prejudiced by the Amalgamation.

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Statutory Declarations Act (*Chap. 7:04*).

Declared before me
at 17-19 Pembroke Street,
Port of Spain this
day of *December*, 2009

[Signature]
Anthony Joseph Agostini

[Signature]
BARBARA REMY
Commissioner of Affidavits

REGISTERED