

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
MERCO SUD AGRO-FINANCIAL EQUITIES CORPORATION

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of

MERCO SUD AGRO-FINANCIAL EQUITIES CORPORATION

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows: Add 4.1

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered 4 so that, as amended, said Article shall be and read as follows:

REVERSE SPLIT OF ALL ISSUED AND OUTSTANDING COMMON SHARES OF THE CORPORATION, WITH A RATIO OF 1:15 (ONE NEW SHARE REPLACES FIFTEEN OLD SHARES)

SECOND:

The action was approved by the shareholders by written consent pursuant to Section 228.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

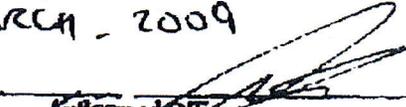
FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

MERCO SUD AGRO-FINANCIAL EQUITIES CORPORATION

IN WITNESS WHEREOF, said

has caused this certificate to be signed by

ALBERT DELMAR, an Authorized Officer,
this 9 RD day of MARCH, 2009

By: 

Title: GRAND CHIEF & CEO

Name: ALBERT DELMAR

Print or Type