

FILED EFFECTIVE

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CERTIFICATE OF MERGER/STATEMENT OF MERGER

OF

SECRETARY OF STATE
STATE OF IDAHO

CHINA REAL ESTATE INVESTMENT COMPANY, LLC

(an Idaho limited liability company)

INTO

CHINA REAL ESTATE INVESTMENT COMPANY, LLC

(a Delaware limited liability company)

This Certificate of Merger/Statement of Merger is executed by the undersigned pursuant to Section 30-18-202 of the Idaho Entity Transactions Act (the "*IETA*") and Section 18-209 of the Delaware Limited Liability Company Act (the "*DLLCA*").

ARTICLE I

The parties to the merger pursuant to this Certificate of Merger/Statement of Merger are (1) China Real Estate Investment Company, LLC, an Idaho limited liability company ("*CREIC Idaho*") and (2) China Real Estate Investment Company, LLC, a Delaware limited liability company ("*CREIC Delaware*").

ARTICLE II

CREIC Idaho will be the nonsurviving entity.

ARTICLE III

CREIC Delaware will be the surviving entity.

ARTICLE IV

The Agreement and Plan of Merger (the "*Plan*") attached hereto as Exhibit A has been approved and adopted by the Managers of CREIC Idaho and the Managers of CREIC Delaware.

ARTICLE V

The Plan was approved by the sole Member of CREIC Idaho in accordance with Section 30-18-203 of the IETA.

ARTICLE VI

The Plan was approved by the sole Member of CREIC Delaware in accordance with Section 18-209 of the DLLCA.

CERTIFICATE OF MERGER/STATEMENT OF MERGER - 1

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ARTICLE VII

CREIC Idaho shall be merged into CREIC Delaware.

CREIC Delaware shall be the surviving entity.

The name of the surviving entity shall be "China Real Estate Investment Company, LLC, a Delaware limited liability company."

ARTICLE VIII

The Plan is on file at the principal place of business of CREIC Delaware, which address is: 12700 Whitewater Drive, Minnetonka, MN 55343-9439.

ARTICLE IX


CREIC Delaware, as the surviving entity, will furnish a copy of the Plan on request and without cost to any member of CREIC Idaho and CREIC Delaware immediately prior to the effective time of the merger under Article X hereof.

ARTICLE X

These Articles of Merger, when filed, shall be effective at 12:01 a.m. (eastern time zone) on July 19, 2007.

IN WITNESS WHEREOF, the undersigned authorized agent of China Real Estate Investment Company, LLC, an Idaho limited liability company, and China Real Estate Investment Company, LLC, a Delaware limited liability company has executed this Certificate of Merger/Statement of Merger this 18th day of July, 2007.

CHINA REAL ESTATE INVESTMENT COMPANY, LLC
an Idaho limited liability company

By: 
Name: Peter A. Vorbrich
Title: Authorized Agent

CHINA REAL ESTATE INVESTMENT COMPANY, LLC
a Delaware limited liability company

By: 
Name: Peter A. Vorbrich
Title: Authorized Agent

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "*Agreement*") is made and entered into as of July 18, 2007 by and between China Real Estate Investment Company, LLC, a Delaware limited liability company (the "*Company*" or, after the Effective Time, (as defined in Article V below), the "*Surviving Entity*"), and China Real Estate Investment Company, LLC, an Idaho limited liability company (the "*CREIC Idaho*").

WITNESSETH:

WHEREAS, the Company is a limited liability company duly formed and validly existing under the laws of the State of Delaware;

WHEREAS, CREIC Idaho is a limited liability company duly organized and validly existing under the laws of the State of Idaho;

WHEREAS, the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "*DLLCA*"), and the Idaho Entity Transaction Act, Idaho Code §§ 30-18-101 et seq. (the "*IETA*"), each permits a limited liability company organized and existing under the Idaho Limited Liability Company Act, Idaho Code §§ 53-601 et seq., to merge with and into a limited liability company formed and existing under the DLLCA;

WHEREAS, the managers and members of the Company and the managers and members of CREIC Idaho have duly authorized the merger of CREIC Idaho with and into the Company pursuant to the terms of this Agreement; and

WHEREAS, all other conditions precedent to the merger of CREIC Idaho with and into the Company have been, or prior to the Effective Time will be, satisfied or validly waived;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed that, in accordance with the applicable statutes of the State of Delaware and the State of Idaho, CREIC Idaho shall be, and hereby is, at the Effective Time, merged with and into the Company (the "*Merger*"), with the Company to be the Surviving Entity. The mode of carrying the Merger into effect shall be as follows:

ARTICLE I

MERGER

At the Effective Time, CREIC Idaho shall be merged with and into the Company, the separate existence of the CREIC Idaho shall cease, the Company shall continue in existence and the Merger shall in all respects have the effects provided for by the IETA and the DLLCA.

Prior to the Effective Time, the Company and the CREIC Idaho shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Time, the Company shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper members, managers, officers, or other agents of the Company, as authorized agents, and attorneys-in-fact for CREIC Idaho (and acting in the name of the Company or CREIC Idaho), shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all such additional things necessary or proper to carry out the provisions hereof.

ARTICLE II

TERMS OF TRANSACTION

At the Effective Time, (i) all 585 Units of membership in CREIC Idaho outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled and (ii) the 100% limited liability company interest held by AMP China Holdings, LLC, as the sole member of the Company immediately prior to the Effective Time shall remain the 100% limited liability company interest of such member, and AMP China Holdings, LLC shall continue as the sole member of the Surviving Entity with one thousand (1000) Units of membership issued and outstanding.

At the Effective Time, the Company shall continue in existence as the Surviving Entity, and without further transfer, succeed to and possess all of the rights, privileges and powers of CREIC Idaho, and all of the assets and property of whatever kind and character of CREIC Idaho shall vest in the Company without further act or deed; thereafter, the Company, as the Surviving Entity, shall be liable for all of the liabilities and obligations of CREIC Idaho, and any claim or judgment against CREIC Idaho may be enforced against the Company in accordance with the DLLCA and the IETA.

ARTICLE III

CERTIFICATE OF FORMATION AND

LIMITED LIABILITY COMPANY AGREEMENT

From and after the Effective Time, and until thereafter amended as provided by law, the Certificate of Formation and Limited Liability Company Agreement of the Company as in effect immediately prior to the Effective Time shall be the Certificate of Formation and Limited Liability Company Agreement of the Surviving Entity.

ARTICLE IV

MANAGERS AND OFFICERS

From and after the Effective Time, and until their successors are duly elected or appointed, or until their earlier death, resignation or removal, the managers and officers of the Surviving Entity shall be the same as the managers and officers of the Company immediately prior to the Effective Time.

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ARTICLE V

EFFECTIVE TIME

A certificate of merger evidencing the Merger shall be filed with the Office of the Secretary of State of Delaware pursuant to the applicable requirements of the DLLCA and Statement of Merger evidencing the Merger shall be filed with the Secretary of State of the State of Idaho pursuant to the applicable requirements of the IETA, in each case prior to the time that the Merger will become effective. The Merger shall become effective at 12:01 a.m. (eastern time zone) on July 19, 2007 (such time of effectiveness, the "*Effective Time*") and the Certificate of Merger and Articles of Merger shall so specify.

ARTICLE VI

TERMINATION

At any time prior to the Effective Time, either the managers of the Company or CREIC Idaho may terminate and abandon this Agreement.

ARTICLE VII

AMENDMENTS

At any time prior to the Effective Time, the managers of the Company and CREIC Idaho may amend, modify or supplement this Agreement in such manner as they jointly may determine; provided, however, that no such amendment, modification, or supplement shall alter or change any term of the Certificate of Formation of Formation or Limited Liability Company Agreement of the Surviving Entity.

ARTICLE VIII

GOVERNING LAW

This Agreement shall be governed by and construed in accordance with the domestic laws of the State of Delaware without giving effect to any choice of law or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Delaware.

ARTICLE IX

MISCELLANEOUS

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.

CHINA REAL ESTATE INVESTMENT COMPANY, LLC
an Idaho limited liability company

By: Peter A. Vorbrich
Name: Peter A. Vorbrich
Title: Authorized Agent

CHINA REAL ESTATE INVESTMENT COMPANY, LLC
a Delaware limited liability company

By: Peter A. Vorbrich
Name: Peter A. Vorbrich
Title: Authorized Agent

**JOINT ACTIONS BY CONSENT
OF THE
MANAGERS AND MEMBERS
OF
CHINA REAL ESTATE INVESTMENT COMPANY, LLC
(an Idaho Limited Liability Company)
AND
CHINA REAL ESTATE INVESTMENT COMPANY, LLC
(a Delaware Limited Liability Company)**

As authorized by the Amended and Restated Operating Agreement ("*Operating Agreement*") of China Real Estate Investment Company, LLC, an Idaho limited liability company and the Limited Liability Company Agreement (the "*LLC Agreement*" and collectively with the Operating Agreement, the "*Operating Agreements*") of China Real Estate Investment Company, LLC, a Delaware limited liability company (the "*Companies*"), and the Idaho Limited Liability Company Act and the Delaware Limited Liability Company Act, the following resolutions are adopted by the written consent and action of the Managers and Members of the Companies (the "*Consent*").

I. MERGER OF THE COMPANIES

WHEREAS, the Companies have proposed to merge, with China Real Estate Investment Company, LLC, a Delaware limited liability company being the surviving entity (the "*Merger*");

WHEREAS, the Companies propose to merge pursuant to the form of Certificate of Merger/Statement of Merger and the Agreement and Plan of Merger attached thereto as Exhibit A (collectively the "*Certificate*") that has been presented to the Managers and Members of the Companies;

THEREFORE, IT IS RESOLVED, that it is advisable and in the best interest of the Companies to enter into the Certificate and effectuate the Merger;

FURTHER RESOLVED, that to effectuate the Merger, the Certificate is adopted, approved and ratified as an act of the Companies, and the Companies are authorized to enter into the Certificate and file the Certificate with the Secretary of State of Idaho and the Secretary of State of Delaware;

FURTHER RESOLVED, that each of Peter A. Vorbrich and/or James D. Dingel, either individually or jointly, the authorized agents of the Companies, is authorized to execute and deliver in the name and on behalf of the Companies any additional documents and to do or cause to be done any and all additional acts and things that in his judgment may be necessary to carry out the foregoing Resolutions, and, as of the date of this meeting, all actions so taken and all certificates, instruments and other documents so executed and delivered are ratified and approved

in all respects.

II. EXECUTION OF CONSENT AND EFFECTIVE DATE OF ACTIONS

The Managers and Members of the Companies have executed this Consent, in one or more counterparts, effective as of July 18, 2007.

MANAGER AND SOLE MEMBER OF CHINA REAL ESTATE
INVESTMENT COMPANY, LLC, AN IDAHO LIMITED
LIABILITY COMPANY:

Manager:


Peter A. Vorbrich, Manager

Member:

AMP CHINA HOLDINGS, LLC
By Its Sole Member and Manager,
Cargill Financial Services International, Inc.

By: 
Mehmet Tosun, Vice President

MANAGER AND SOLE MEMBER OF CHINA REAL ESTATE
INVESTMENT COMPANY, LLC, A DELAWARE LIMITED
LIABILITY COMPANY:

Manager:


Peter A. Vorbrich, Manager

Member:

AMP CHINA HOLDINGS, LLC
By Its Sole Member and Manager,
Cargill Financial Services International, Inc.

By: 
Mehmet Tosun, Vice President