F10000005407

Florida Department of State
Division of Corporations
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Attn: Annette Ramsey

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MERGER OR SHARE EXCHANGE

FOREX FACTORY, INC.

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December 13, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DLS CAPITAL, INC.
P. O. BOX 30
TAMPA, FL 33601

SUBJECT: DLS CAPITAL, INC.
REF: P09000055754

FILE DATE
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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
FOREX FACTORY, INC.	Delaware	F10000005407

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
DLS CAPITAL, INC.	Florida	P09000055754

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 /2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 8, 2010.

The Plan of Merger was adopted by the board of directors of the surviving corporation on ____________ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 8, 2010.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on ____________ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
FOREX FACTORY, INC.		Jan L. Broadwater, Secretary
DLS CAPITAL, INC.		Jan L. Broadwater, Controller/Secretary

PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the merger of DLS CAPITAL, INC., a Florida corporation, with and into FOREX FACTORY, INC., a Delaware corporation, as follows:

1. Merger of Parent into Subsidiary. DLS Capital, Inc., a Florida corporation (the "Merging Entity") owns 100% of the issued and outstanding common stock of Forex Factory, Inc., a Delaware corporation (the "Surviving Entity"). The Merging Entity shall be merged with and into the Surviving Entity (the "Merger"), the separate corporate existence of the Merging Entity shall cease and the Surviving Entity shall be the surviving business entity.

2. Effective Date. The Merger shall be effective at 12:01 am, Eastern Time, on January 1, 2011 (the "Effective Date").

3. Merging Entity Stock. Each holder of shares of capital stock of the Merging Entity which are issued and outstanding on the Effective Date of the Merger shall receive an equivalent number of shares of capital stock of the Surviving Entity in exchange for each such holder's shares of capital stock of the Merging Entity by virtue of the Merger, automatically and without any further action on the part of the holders thereof.

4. Effect of Merger. On the Effective Date, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Entity, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the Merger. If at any time after the Effective Date of the Merger the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Entity, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Entity acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Entity and its officers and directors shall be authorized to execute and deliver, in the name and on behalf of the Merging Entity, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Entity, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Entity's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Entity acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

5. Waiver of Notice. The Merging Entity, being the sole shareholder of the Surviving Entity, by execution of the Florida Articles of Merger and the Delaware Certificate of Merger, waives any and all notice requirements which might otherwise be required pursuant to the provisions of the Florida Business Corporation Act and/or the General Corporation Law of the State of Delaware, respectively.

6. Abandonment. This Plan may be abandoned at any time prior to the Effective Date by either the Merging Entity or the Surviving Entity, without shareholder action and, if Articles of Merger have been filed with the Florida Secretary of State or a Certificate of Merger

has been filed with the Delaware Secretary of State, by filing a Notice of Abandonment with each such authority.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties to the Merger this 8th day of December, 2010.

MERGING ENTITY

DLS CAPITAL, INC., a Florida corporation

By: ______________________
Jan L. Broadwater, Secretary

SURVIVING ENTITY

FOREX FACTORY, INC., a Delaware corporation

By: ______________________
Jan L. Broadwater, Secretary