

663562

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Level Jump Financial Group, Inc. 663562
(Corporation Name) (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

☒ Walk in

☒ Pick up time 2/11

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
00 FEB 11 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
File

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 FEB 11 AM 11:31
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA
Examiner's Initials AJR

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEVEL JUMP FINANCIAL GROUP, INC., a Colorado corporation not authorized
to transact business in Florida

INTO

LEVEL JUMP FINANCIAL GROUP, INC., a Florida entity, 663562

File date: February 11, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

of

LEVEL JUMP FINANCIAL GROUP, INC. (a Florida corporation)

and

LEVEL JUMP FINANCIAL GROUP, INC. (a Colorado corporation)

under the Florida 1989 Business Corporation Act

Pursuant to the provisions of Sections 607.1101 through 1104 of the Florida 1989 Business Corporation Act:

1. The name of the surviving corporation is "Level Jump Financial Group, Inc." a Florida corporation.
2. The name of the merging corporation is "Level Jump Financial Group, Inc.", a Colorado corporation.
3. The principal office of the surviving corporation is 133 Richmond Street, West # 401, Toronto, Ontario, Canada, M5H 2L3.
4. The Plan of Merger is attached.
5. The merger will become effective on the date the Articles of Association are filed with the Florida Department of State.
6. The Plan of Merger was adopted by the Board of Directors of Level Jump Financial Group, Inc., a Florida corporation, the surviving corporation, on January 31, 2000 and shareholder approval was not required.
7. The Plan of Merger was adopted by unanimous written consent by the Board of Directors and the unanimous written consent of the holders of the common stock, Class A Preferred Stock and Class B Preferred Stock of Level Jump Financial Group, Inc., a Colorado corporation, the merging corporation, on January 31, 2000.
8. The shareholders of the merging corporation have waived any dissenters rights they may have in respect of the capital stock of the merging corporation.

LEVEL JUMP FINANCIAL GROUP, INC.
a Florida corporation

By: 

Name: Robert Landau
Title: President

LEVEL JUMP FINANCIAL GROUP, INC.
a Colorado corporation

By: 

Name: Brice Scheschuk
Title: Secretary

FILED
00 FEB 11 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

of

LEVEL JUMP FINANCIAL GROUP, INC. (a Colorado corporation)

with and into

LEVEL JUMP FINANCIAL GROUP, INC. (a Florida corporation)

Plan of Merger, dated January 31, 2000, pursuant to Sections 607.1101-1104 of the Florida 1989 Business Corporation Act, and Section 7-111-107 of the Colorado Business Corporations Act, between Level Jump Financial Group, Inc., a Florida corporation as the surviving corporation (hereinafter "Surviving Corporation"), and Level Jump Financial Group, Inc., a Colorado corporation, as the merging corporation (hereinafter "Merging Corporation").

It is agreed:

1. The names of the constituent corporations are:

Level Jump Financial Group, Inc.	[Florida]
Level Jump Financial Group, Inc.	[Colorado]

2. The Merging Corporation shall be and hereby is merged with and into the Surviving Corporation. The Surviving Corporation is the surviving corporation and will be deemed to continue for all purposes whatsoever after the merger with the Merging Corporation. The Surviving Corporation is a Florida corporation and after the merger will continue to be governed by the laws of the State of Florida.

3. The Amended and Restated Articles of Incorporation and by-laws of the Surviving Corporation, as in effect upon the effective date of the merger, will be the certificate of incorporation and by-laws of the Surviving Corporation, until duly amended.

4. Upon such merger, (i) the separate corporate existence of the Merging Corporation shall cease, (ii) the Surviving Corporation will become the owner, without other transfer, of all rights and property of the Merging Corporation, and (iii) the Surviving Corporation will become subject to all the liabilities, obligations and penalties of the Merging Corporation. Without limiting any of the foregoing, and solely for clarification, the Surviving Corporation shall succeed to all the rights and obligations of the Merging Corporation and is substituted therefore under (i) each of the S.86 Rollover Agreements with Robert Landau and David Roff, (ii) each of the Voting and Exchange Agreements among thestockpage, inc., Robert Landau and David Roff, (iii) the Support Agreement with thestockpage, inc. and (iv) the 1999 Performance Equity Plan and the individual award agreements issued thereunder.

5. The manner and basis of converting the outstanding shares of the capital stock and rights to acquire capital stock of the Merging Corporation into capital stock and rights to acquire capital stock of the Surviving Corporation shall be as follows:

(a) Each share of common stock, par value \$.001, of the Merging Corporation shall be canceled, and no cash or other consideration shall be paid or delivered for the common stock of the Merging Corporation and the share certificates representing the shares will be surrendered and canceled.

(b) Each share of Class A Preferred Stock, par value \$.001, of the Merging Corporation shall be exchanged for one share of Class A Preferred Stock, par value \$.0025, of the Surviving Corporation. The rights, privileges and obligations of the Class A Preferred Stock are set forth in the Amended and Restated Certificate of Incorporation.

(c) Each share of Class B Preferred Stock par value \$.001, of the Merging Corporation shall be exchanged for one share of Class B Preferred Stock, par value \$.0025, of the Surviving Corporation. The rights, privileges and obligations of the Class B Preferred Stock are set forth in the Amended and Restated Certificate of Incorporation.

(d) Each award of one share under the 1999 Performance Equity Plan of the Merging Corporation shall be an award for 1.375 shares of common stock or its equivalent of the Surviving Corporation such that the 1999 Performance Plan will represent in aggregate 2,750,000 shares of Common Stock of the Surviving Corporation.

(e) Each outstanding option for the purchase of one share of common stock, par value \$.001, of the Merging Corporation shall be exercisable for 1.375 shares of common stock of the Surviving Corporation, at an exercise price as stated in the agreement governing the grant divided by 1.375 and rounded to the nearest whole cent, on the terms of the agreements governing the options, until duly amended. As of the effective time and date of this Plan of Merger, there will be options outstanding to acquire up to an aggregate of 1,581,250 shares of Common Stock of the Surviving Corporation, all of which are issued under the 1999 Performance Plan.

6. This Plan of Merger has been approved by the Unanimous Written Consent of the Board of Directors of the Surviving Corporation and by the Unanimous Written Consent of the Board of Directors and the holders of the common stock, Class A Preferred Stock and Class B Preferred Stock of the Merging Corporation, being all the holders of capital stock of the Merging Corporation.

7. The directors and officers of the Surviving Corporation shall continue until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

8. The Board of Directors of the Surviving Corporation and the Merging Corporation may amend the Plan of Merger at any time prior to its being filed with one or more of the appropriate state authorities.

9. Service of process on the Surviving Corporation in connection with any proceeding to enforce any obligation or rights of dissenting shareholders or based on a cause of action arising with respect to the Merging Corporation may be sent by registered or certified mail, return receipt requested, to the address of the Surviving Corporation's office set forth in the Articles of Merger.

In witness whereof, the parties hereto, pursuant to the corporate approval requirements of Florida and Colorado law, have caused this Plan of Merger to be executed by the persons indicated below, as the respective act, deed and agreement of each of said corporations, on the 31st day of January, 2000.

LEVEL JUMP FINANCIAL GROUP, INC.
a Florida corporation

By: 

Name: Robert Landau
Title: President

LEVEL JUMP FINANCIAL GROUP, INC.
a Colorado corporation

By: 

Name: Brice Scheschuk
Title: Secretary