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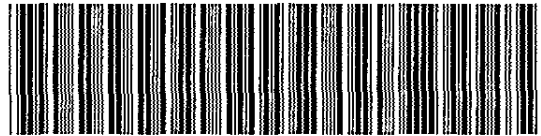
(Business Entity Name)

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12/31/03--01031--006 **95.00

EFFECTIVE DATE

1-1-04

Merger
LTS

1-7-04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
2003 DEC 31 PM 4:58



AMERICAS

*Jeffrey E. Morrison
Chief Counsel
Legal Services
Corporate and Transactional Group
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(770) 850-7660 Facsimile
e-mail: jeff.morrison@us.ing.com*

December 26, 2003 ..

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 245-6050

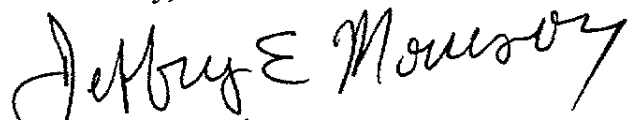
Re: Mergers

Enclosed is one (1) original and two (2) copies Articles of Merger and Plan of Merger along with checks in the amount of \$95.00 related to the following merger transaction, to be effective 12:01 A.M., January 1, 2004:

IFG Network Securities, Inc., a Florida corporation into Multi-Financial Securities Corporation, a Colorado corporation.

If you have any questions, do not hesitate to contact me at (770) 980-5298. My work email is jeff.morrison@us.ing.com. You may also contact my assistant, Jessica Gentry at 770-933-3669.

Sincerely,


Jeffrey E. Morrison

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2003 DEC 31 PM 4: 58

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

EFFECTIVE DATE
1-1-04

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Multi-Financial Securities Corporation	Colorado	

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
IFG Network Securities, Inc.	Florida	

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 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 12/15/03.

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 12/15/03.

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

Typed or Printed Name of Individual & Title

IFG Network Securities, Inc.

Jeff E. Morrison

Jeffrey E. Morrison, Assistant Secretary

Multi-Financial Securities

Jeffrey E. Morrison

Jeffrey E. Morrison, Assistant Secretary

Corporation

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Multi-Financial Securities Corporation

Colorado

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

IFG Network Securities, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

See Attached

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Attached

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Not applicable

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See Attached

Attachment to Plan of Merger
IFG Network Securities, Inc., a Florida corporation
Into
Multi-Financial Securities Corporation, a Colorado corporation

Third: The terms and conditions of the merger are as follows:

Upon the Merger becoming effective as provided in the applicable laws of the State of Colorado and the applicable laws of the State of Florida, in accordance with the filing of the Articles of Merger with the Secretary of State of Colorado and the filing of the Articles of Merger with the Secretary of State for the State of Florida, (the time when the Merger shall so become effective being sometimes herein referred to as the "Effective Time of the Merger"), the separate existence of IFG Network Securities, Inc. ("IFG") shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation. It is the intent of the parties that the Effective Time of the Merger be 12:01 A.M., January 1, 2004. In addition:

- (a) Multi-Financial Securities Corporation ("MFSC") shall possess all the rights, privileges, powers and franchises of IFG, of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities, and duties of IFG;
- (b) all property of IFG, real, personal and mixed, all debts due to IFG on whatever account, and all other things in action or belonging to IFG shall be vested in MFSC;
- (c) the title to any real estate vested by deed or otherwise in IFG shall not revert or be in any way impaired, but all rights of creditors therein and all liens thereon shall be preserved unimpaired;
- (d) all debts, liabilities, duties and other obligations of IFG under any and all indentures, loan agreements, revolving credit agreements, liquidity agreements, letters of credit and reimbursement agreements, notes, guarantees or other agreements or other instruments to which IFG is a party or by which it is bound shall attach to MFSC and may be enforced against MFSC to the same extent as if said debts, liabilities and duties had been incurred or contracted by MFSC;
- (e) MFSC expressly assumes all debts, liabilities, duties and other obligations of IFG under any and all indentures, loan agreements, revolving credit agreements, liquidity agreements, letters of credit and reimbursement agreements, notes, guarantees or other agreements or other instruments to which IFG is a party or by which it is bound; and
- (f) any claim existing or action or proceeding pending by or against IFG may be prosecuted as if the Merger had not taken place, or MFSC may be proceeded against or substituted in place of IFG.

Fourth:

The manner of converting the outstanding shares of each of IFG and MFSC shall be as follows:

All of the issued and outstanding shares of stock of IFG shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and no shares, or other securities, cash or other consideration shall be issued in exchange therefor. Each share of MFSC outstanding immediately prior to the Effective Time of the Merger shall remain outstanding as a share of stock of MFSC and be unaffected by the Merger.

Other Provisions:

(a) The Articles of Incorporation of MFSC shall not be amended in any respect by reason of this Plan of Merger.

(b) The Merger is intended to qualify as a "reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

(c) At any time prior to the time that this Agreement or the Articles of Merger in lieu hereof becomes effective in accordance with Section 7-111-107 of the CBCA, this Agreement may be amended, modified or terminated by the Board of Directors of MFSC notwithstanding approval by the stockholders of all or any of the parties hereto.