

Division of Corporations

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**A020000001743**

Florida Department of State  
Division of Corporations  
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Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD  
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**MERGER OR SHARE EXCHANGE****TRADE FINANCIAL PARTNERS, LTD.**

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TRADE FINANCIAL PARTNERS, LTD., A TEXAS LIMITED PARTNERSHIP  
(NON QUALIFIED)

INTO

**TRADE FINANCIAL PARTNERS, LTD.,** a Florida entity, A02000001743

File date: December 31, 2002

Corporate Specialist: Diane Cushing

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ARTICLES OF MERGER

A02-1743

Trade Financial Partners, Ltd., a Florida limited partnership (the "Surviving Limited Partnership"), and Trade Financial Partners, Ltd., a Texas limited partnership (the "Non-Surviving Limited Partnership"), hereby state that and certify as follows, for the purposes of effecting a merger between them, pursuant to Section 620.201 of the Florida Revised Uniform Limited Partnership Act (1986) ("FRULPA") and Article 2.11 of the Texas Revised Limited Partnership Act ("TRLPA"):

1. Attached hereto as Exhibit "A" is the Agreement and Plan of Merger (the "Plan") between the Non-Surviving Limited Partnership and the Surviving Limited Partnership;
2. The Plan has been duly authorized and approved by all actions of the Surviving Limited Partnership and the Non-Surviving Limited Partnership required by and in accordance with the applicable provisions of the FRULPA and the TRLPA, respectively, and by its constituent documents;
3. The merger shall become effective upon the later of the (i) issuance of a Certificate of Merger by the Secretary of State of Texas or (ii) the filing of these Articles of Merger with the Department of State of the State of Florida;
4. The name and business address of the general partner of the Surviving Limited Partnership are:

Trade Financial Partners GP, Inc.,  
a Florida corporation  
1200 S. Pine Island Road  
Suite 200  
Plantation, Florida 33324;

5. The Plan is on file at the principal place of business of the Surviving Limited Partnership, located at 1200 S. Pine Island Road, Suite #200, Plantation, Florida 33324; and
6. All partners of the Non-Surviving Limited Partnership have waived their respective rights under Section (d)(1)(F) of Article 2.11 of the TRLPA to receive copies of the Plan at least twenty (20) days prior to the effective date set forth in Paragraph 3, above.
7. Pursuant to Section 620.202(2) of the FRULPA, Trade Financial Partners GP, Inc., a Florida corporation, has consented in writing to becoming the sole general partner of the Surviving Limited Partnership.

[Signatures on following page.]

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of  
December 30, 2002.

SURVIVING LIMITED PARTNERSHIP

TRADE FINANCIAL PARTNERS, LTD.  
Florida limited partnership

By: Trade Financial Partners GP, Inc., a Texas  
corporation its General Partner

By:   
Name: David L. Epstein  
Title: President

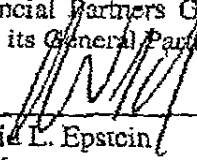
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NON-SURVIVING LIMITED PARTNERSHIP:

TRADE FINANCIAL PARTNERS, LTD., a Texas  
limited partnership

By: Trade Financial Partners GP, Inc., a Texas  
corporation its General Partner

By:   
Name: David L. Epstein  
Title: President

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TEL: 305-374-7593

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**EXHIBIT "A"**  
**AGREEMENT AND PLAN OF MERGER**

[Attached hereto and made a part hereof.]

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TALLAHASSEE, FLORIDAAGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of Trade Financial Partners, Ltd. ("Target"), a Texas limited partnership, with and into Trade Financial Partners, Ltd. ("Survivor"), a Florida limited partnership, its chief executive office address 1200 S. Pine Island Road, Suite 200, Plantation, Florida 33324.

WITNESSETH:

WHEREAS, Target and Survivor wish to enter into a merger agreement according to which Target will merge with and into Survivor, and Survivor will be the surviving limited partnership.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. The Merger. On the Effective Date (as defined below), Target shall merge with and into Survivor (the "Merger"). Immediately following the Merger, Survivor shall continue as the surviving limited partnership under the name "Trade Financial Partners, Ltd." and the separate existence of Target shall cease. As of the Effective Date, all assets of Target shall vest in Survivor and all liabilities of Target shall become obligations of Survivor.

2. Terms and Conditions. The Merger shall become effective upon the later of the (i) issuance of a Certificate of Merger by the Secretary of State of Texas and (ii) filing of the Articles of Merger with the Department of State of the State of Florida (the "Effective Date") and shall have the effects set forth in Section 2.11 of the Texas Revised Limited Partnership Act.

3. Certificate of Limited Partnership. The certificate of limited partnership of the Survivor immediately prior to the Effective Date shall be the certificate of limited partnership of the surviving limited partnership immediately after the Effective Date.

4. Limited Partnership Agreement. The limited partnership agreement of the Survivor immediately prior to the Effective Date shall be the limited partnership agreement of the surviving limited partnership immediately after the Effective Date.

5. Conversion of Partnership Interests.

(a) Each general partner interest and each limited partner interest of Target immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and cease to exist, subject to paragraphs (b) and (c) below.

(b) Each general partner interest and right to acquire general partner interests in Target immediately before the Effective Date shall, by virtue of the Merger, be converted into

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a general partner interest, or a right to acquire general partner interests, in the same percentage ownership, of Survivor immediately after the Effective Date.

(c) Each limited partner interest and right to acquire limited partnership interests in Target immediately before the Effective Date shall, by virtue of the Merger, be converted into a limited partnership interest, or a right to acquire limited partnership interests, in the same respective percentage ownership, of Survivor immediately after the Effective Date.

6. Duly Authorized Action. This Agreement and Plan of Merger was duly authorized by each of Target and Survivor by all action required by (i) the laws of the state of its formation and (ii) its constituent documents.

7. General Partner of Survivor. The name of the General Partner of the Survivor is Trade Financial Partners GP, Inc., a Florida corporation, and its business address is 8151 Peters Road, Suite 3300, Plantation, Florida 33324.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of December 30, 2002.

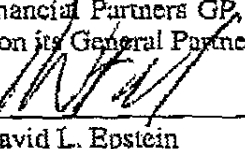
TRADE FINANCIAL PARTNERS, LTD., a Texas  
limited partnership

By: Trade Financial Partners GP, Inc., a Texas  
corporation its General Partner

By:   
Name: David L. Epstein  
Title: President

TRADE FINANCIAL PARTNERS, LTD, a Florida  
limited partnership

By: Trade Financial Partners GP, Inc., a Florida  
corporation its General Partner


By:   
Name: David L. Epstein  
Title: President

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LIMITED PARTNERS' CONSENT

Agreed to, approve and accept the attached Agreement and Plan of Merger as of this 30<sup>th</sup> day of December, 2002.

Limited partners of TRADE FINANCIAL PARTNERS, LTD., a Texas limited partnership

  
\_\_\_\_\_  
David L. Epstein

  
\_\_\_\_\_  
Anthony Ruggiero

Limited partners of TRADE FINANCIAL PARTNERS, LTD., a Florida limited partnership:

  
\_\_\_\_\_  
David L. Epstein

  
\_\_\_\_\_  
Anthony Ruggiero

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