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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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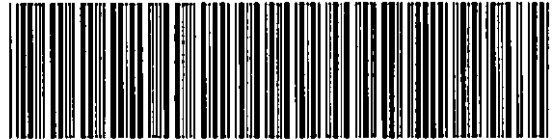
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2021 MAY 17 PM 5:47

FILED

Merger

JUN 29 2021
1 ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MBF Trading, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Mark B. Fisher

Contact Person

MBF Trading, LLC

Firm/Company

301 West 41st Street, Suite 300

Address

Miami Beach, Florida 33140

City, State and Zip Code

sgoldberglaw@verizon.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven R. Goldberg at (212) 845-5100

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>MBF Trading, LLC</u>	<u>New York</u>	<u>Limited Liability Company</u>
<u>MBF Trading, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>MBF Trading, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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2021 MAY 17 PM 5:47
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

May 1, 2021

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

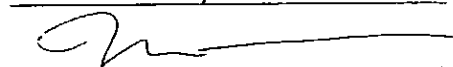
Name of Entity/Organization:

MBF Trading, LLC

MBF Trading, LLC

Signature(s):





Typed or Printed

Name of Individual:

Mark B. Fisher

Mark B. Fisher

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

**Plan of Merger of
MBF Trading, LLC (a New York Limited Liability Company)
And
MBT Trading, LLC (a Florida Limited Liability Company)**

The following plan of merger has been adopted by the members of MBF Trading, a New York Limited Liability Company (the "NY LLC") and MBF Trading, LLC, a Florida Limited Liability Company (the "FL LLC") on May 1, 2021.

1. (a) The name of each constituent company to the merger is MBF Trading LLC, a New York entity and MBF Trading, LLC, a Florida entity.

(b) The NY LLC and the FL LLC wish to merge the NY LLC with and into the FL LLC pursuant to the provisions of Section 1001, et. al of the NYS Limited Liability Law and Section 605.1021-1026 of the Florida Limited Liability Law, upon the terms and conditions set forth herein.

(c) The name of the surviving corporation is MBF Trading LLC, a Florida Limited Liability Company.

2. The Members of the NY LLC and FL LLC have been apprised of their right to dissent, the right to have their membership interest purchased if they dissent, their appraisal rights under both New York and Florida law and the Members have approved this Plan of Merger without dissent.

3. The terms and conditions of the merger are as follows:

Until altered, amended, or repealed, the articles of organization of the FL LLC, a constituent LLC, as in effect at the time the merger becomes effective, shall be the articles of organization of the surviving LLC.

The managing member of the surviving LLC at the effect time of the merger shall continue in such capacity until his tenure is otherwise terminated in accordance with the articles of organization and operating agreement of the surviving corporation.

Each membership interest of the terminating LLC, shall, at the effective time of the merger, be converted into the membership interest of the surviving corporation.

All persons who, on the date the merger becomes effective, are the executive or administrative officers of NY LLC, one of the constituent entities, shall be and remain like officers of the surviving entity, until the managing member of the surviving entity or the members appoint successors.

The surviving entity shall pay all expenses of carrying this plan of merger into effect and of accomplishing the merger. When the merger becomes effective the separate existence of the NY LLC, shall cease and be merged into the surviving entity, which shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature and be subject to all the restrictions, disabilities, and duties of each of the Companies that are parties to this agreement. The surviving company shall be vested with the rights, privileges, powers, and franchises of each of the constituent company; all property, real, personal, and mixed; all debts due to each of the companies on whatever account and all other things in action or belonging to each of the companies.

The title to any real estate or other investment whether by deed or otherwise, vested in any of the companies, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of the companies shall be preserved unimpaired, and all debts, liabilities,

and duties of the NY LLC., shall attach to the surviving company, and may be enforced against it to the same extent as if those debts, liabilities, and duties had been incurred or contracted by it.

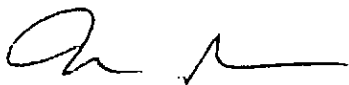
If at any time the surviving company shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the surviving company the title to any property or rights of NY LLC, the managing member of the FL LLC, shall execute and make all proper assignments and assurances and do all things necessary to vest title in such property or rights in the surviving company.

4. The Managing Member and the proper officers of the terminating company and of the surviving company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger.

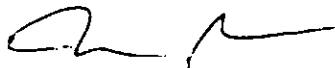
6. The effective date of this plan in New York shall be May 1, 2021 and a certificate of merger shall be filed by the Secretary of State of New York, pursuant to Limited Liability Law Section 1003.

Dated: New York, New York
May 1, 2021

MBF Trading, LLC (NY LLC)



Mark Fisher, Managing Member



Mark B. Fisher, Member



Brian Steinhaus, Member



Adam Benner, Member



Michael Steinberg, Member



James Booth, Member

MBF Trading, LLC (FL LLC)



Mark Fisher, Managing Member



Mark B. Fisher, Member



Brian Steinhaus, Member



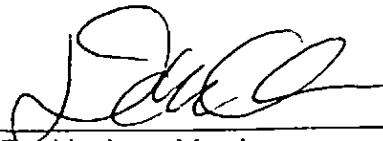
Adam Benner, Member



Michael Steinberg, Member



James Booth, Member

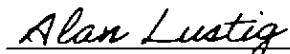


David Alcaro, Member

Nicholas Policano, Member

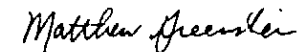
Keith Meizler, Member

Jonathan Pivnick, Member



Alan Lustig, Member

Michael Toal, Member



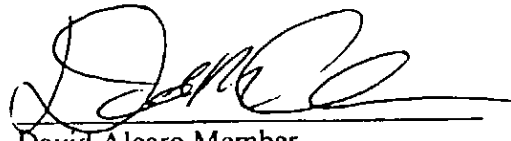
Vortex Energy Trading, Inc., Member

Daniel Fisher, Member

Scott Stumacher, Member

Jaret Feldman, Member

Abraham Feldman, Member



David Alcaro, Member

Nicholas Policano, Member

Keith Meizler, Member

Jonathan Pivnick, Member



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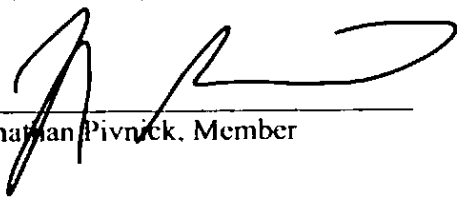
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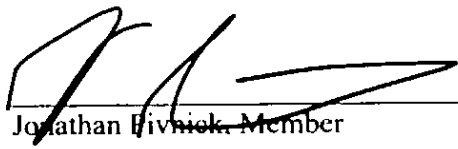
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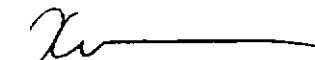
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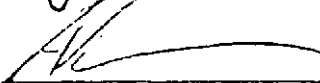
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