



THE UNITED STATES  
CORPORATION  
COMPANY

99000001992

ACCOUNT NO. : 072100000032

REFERENCE : 696209 4310694

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 60.00

ORDER DATE : May 12, 2000

ORDER TIME : 12:06 PM

ORDER NO. : 696209-015

000003252620--4

CUSTOMER NO: 4310694

CUSTOMER: Ms. Anna Salgado  
Broad And Cassel  
Ste 3000, Miami Center  
201 South Biscayne Boulevard  
Miami, FL 33131

ARTICLES OF MERGER

MATCHBOOK FX, L.L.C.

*299-1992*

INTO

*nonqued*

MATCHBOOK FX HOLDINGS, INC.

RECEIVED  
00 MAY 15 PM 1:03  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED  
00 MAY 15 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*25/16*

*641*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MATCHBOOK FX, LLC a Florida entity #L99000001992

INTO

**MATCHBOOK FX HOLDINGS, INC.,** corporation not qualified in Florida.

File date: May 15, 2000

Corporate Specialist: Lee Rivers

Account number: 072100000032

Account charged: 60.00

**ARTICLES OF MERGER  
OF  
MATCHBOOK FX, LLC,  
a Florida limited liability company,  
and  
MATCHBOOK FX HOLDINGS, INC.,  
a Delaware corporation**

**FILED**  
00 MAY 15 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 608.4382 of the Florida Statutes.

**FIRST:** The names of the merging corporations are Matchbook FX Holdings, Inc., which is a business corporation organized under the laws of the State of Delaware and which shall be the surviving corporation ("Surviving Corporation"), and Matchbook, LLC, which is a limited liability company organized under the laws of the State of Florida, the existence of which will cease ("Disappearing Limited Liability Company").

**SECOND:** The Surviving Corporation will continue its existence as the surviving corporation under its current name pursuant to the Delaware General Corporation Law.

**THIRD:** The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438 of the Florida Statutes, and was approved by the domestic limited liability company that is a party to the merger in accordance with Chapter 607.1109 of the Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** The Surviving Corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligations or rights of any dissenting members of the Disappearing Limited Liability Company that is a party to the merger.

**SIXTH:** The Surviving Corporation agrees to pay the dissenting members of the Disappearing Limited Liability Company that is a party to the merger the amount, if any, to which they are entitled under section 608.4384 of the Florida Statutes.

**SEVENTH:** The Surviving Corporation has obtained the written consent of each shareholder, member or person that as a result of the merger is now a shareholder of the Surviving Corporation pursuant to sections 607.1108(5) and 608.4381(2) of the Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of the applicable jurisdictions and is not prohibited by either the articles of incorporation of the Surviving Corporation or the articles of organization of the Disappearing Limited Liability Company.

**NINTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**IN WITNESS WHEREOF,** said Surviving Corporation and Disappearing Limited Liability Company have caused these articles to be signed by an authorized officer, the 12th May, 2000.

**"SURVIVING CORPORATION"**

**MATCHBOOK FX HOLDINGS, INC.**  
Delaware corporation

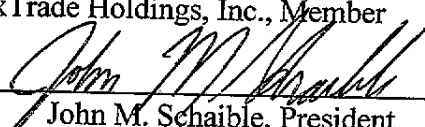
By:   
Mark Smith, President

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00 MAY 15 AM 8:32  
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TALLAHASSEE FLORIDA

**"DISAPPEARING LIMITED LIABILITY COMPANY"**

**MATCHBOOK FX, LLC**, a Florida limited liability company

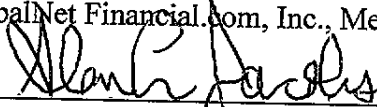
NexTrade Holdings, Inc., Member

By:   
John M. Schaible, President

Valhalla Forex, Inc., Member

By:   
Daniel Uslander, President

GlobalNet Financial.com, Inc., Member

By:   
Alan L. Jacobs, Executive Vice President

**PLAN OF MERGER  
OF  
MATCHBOOK FX, LLC  
AND  
MATCHBOOK FX, INC.**

**THIS PLAN OF MERGER** (the "Plan") is entered into this 12<sup>th</sup> day of May, 2000, by and between MATCHBOOK FX, LLC, a Florida limited liability company (the "Disappearing Limited Liability Company"), and MATCHBOOK FX, INC., a Delaware corporation (the "Surviving Corporation"), as approved by the Boards of Directors and Members of said entities:

**RECITALS:**

A. The Surviving Corporation is duly organized and existing under the laws of the State of Delaware. The Disappearing Limited Liability Company is duly organized and existing under the laws of the State of Florida.

B. The Members of the Disappearing Limited Liability Company and the Directors of the Surviving Corporation believe that the merger of the Disappearing Limited Liability Company into the Surviving Corporation would be advantageous and beneficial to the respective shareholders of those corporations.

C. The Disappearing Limited Liability Company and Surviving Corporation have agreed that the Disappearing Limited Liability Company shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the State of Florida and the State of Delaware (the "Merger").

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan and in order to consummate the transaction described above, Disappearing Limited Liability Company and Surviving Corporation, the constituent corporations to this Plan, agree as follows:

1. **Merger.** The Disappearing Limited Liability Company shall be merged with and into the Surviving Corporation.

2. **Filing and Effective Time.** The Surviving Corporation shall file with the Florida Department of State Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act") and a Certificate of Merger shall be filed with the Delaware Secretary of State pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law (the "Delaware Law"). The effective date of the merger (the "Effective Date") shall be the date of filing of the Articles of Merger and the Certificate of Merger.

3. **Surviving Corporation.** The Surviving Corporation shall continue its existence under its current name pursuant to the provisions of the Delaware Law and shall succeed without other transfer to all the rights and properties of the Disappearing Limited Liability Company and shall be subject to all the debts and liabilities of the Disappearing Limited Liability Company in the same manner as if Surviving Corporation had incurred them.

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4. **Disappearing Limited Liability Company.** The separate existence of the Disappearing Limited Liability Company shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. **Terms of the Merger.** Each membership interest in the Disappearing Limited Liability Company (the "Disappearing Limited Liability Company Interests") shall be converted into and exchanged for the same pro rata interest in the common stock of the Surviving Corporation. On the Effective Date, each Disappearing Limited Liability Company Interests outstanding immediately prior to the merger, and all rights in respect thereof, shall cease to exist and be cancelled.

6. **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware law.

7. **Bylaws.** The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware law.

8. **Directors and Officers.** The directors and officers of the Surviving Corporation upon the Effective Date shall continue to be the directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election or appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

9. **Approval.** The transaction contemplated by this Plan of Merger has previously been submitted to and approved by all the members of the Disappearing Limited Liability Company and the Board of Directors of the Surviving Corporation. Subsequent to the execution of this Plan of Merger by the appropriate officers of the Disappearing Limited Liability Company and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and the State of Delaware and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Plan of Merger.

10. **Amendment.** This Plan of Merger may be amended with the approval of the Board of Directors of Surviving Corporation and the members of the Disappearing Limited Liability Company at any time prior to the filing of this Plan of Merger with the Delaware Secretary of State, provided that any amendment made subsequent to the adoption of this Plan of Merger by the members of Disappearing Limited Liability Company or shareholders of the Surviving Corporation shall not (a) alter or change any term of the Certificate of Incorporation of the Surviving Corporation or (b) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of Common Stock of the Surviving Corporation or member's interests of the Disappearing Limited Liability Company.

11. **Intellectual Property.** All intellectual property used by the Surviving Corporation provided by certain of the members of the Disappearing Limited Liability Company, including but not limited to, NexTrade® and Pro-Trade®, will be the limited purposes of the

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Surviving Corporation as set forth in specific licensing agreements. The Surviving Corporation acquires no ownership interest in any such intellectual property used by the Surviving Corporation, including but not limited to, NexTrade and Pro-Trade®.

12. **Governing Law.** This Plan of Merger shall be construed in accordance with and governed by the laws of the State of Delaware.

13. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

14. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the duly authorized officers of the constituent entities have executed this Plan as of the date first above written.

**"DISAPPEARING LIMITED LIABILITY COMPANY"**

MATCHBOOK FX, LLC., a Florida limited liability company

NexTrade Holdings, Inc., Member

By: John M. Schaible  
John M. Schaible, President

Valhalla Forex, Inc., Member

By: Daniel Uslander  
Daniel Uslander, President

GlobalNet Financial.com, Inc., Member

By: Alan L. Jacobs  
Alan L. Jacobs, Executive Vice President

**"SURVIVING CORPORATION"**

MATCHBOOK FX HOLDINGS, INC.,  
a Delaware corporation

By: Mark Smith  
Mark Smith, President

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