



L990000006207

ACCOUNT NO. : 072100000032

REFERENCE : 115616 4349066

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ ~~87.50~~ 110.00

ORDER DATE: April 13, 2001

ORDER TIME : 9:43 AM

ORDER NO. : 115616-015

CUSTOMER NO: 4349066

100004010521--4

CUSTOMER: Ms. Jennifer Arangio  
McCabe & Flynn LLP  
1 Whitehall St.  
Suite 1825  
New York, NY 10004

ARTICLES OF MERGER

NATIONAL STOCK TRADING, L.L.C.

INTO

TRINIX SECURITIES LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

JB  
4-8-01

RECEIVED  
01 APR 16 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

APPROVED  
AND  
FILED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NATIONAL STOCK TRADING, L.L.C., A FLORIDA ENTITY L99000006207

INTO

**TRINIX SECURITIES LLC.** entity not qualified in Florida

File date: April 16, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 110.00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 16, 2001

CSC  
JEANINE REYNOLDS

SUBJECT: NATIONAL STOCK TRADING L.L.C.  
Ref. Number: L99000006207

We have received your document for NATIONAL STOCK TRADING L.L.C. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The total amount due to file the merger is \$110.00 (\$25.00 for each LLC, and \$30.00 for each certified copy requested).

There is a balance due of \$22.50.

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 201A00022407

APPROVED  
AND  
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01 APR 16 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**NATIONAL STOCK TRADING, L.L.C.,**  
**A Florida limited liability company**  
**INTO**

**TRINIX SECURITIES LLC,**  
**A Delaware limited liability company**

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Under Section 608.4382 of the  
Florida Limited Liability Company Act

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NATIONAL STOCK TRADING, L.L.C., a Florida limited liability company, formed under the Florida Limited Liability Company Act (the "Act") for the purpose of merging with TRINIX SECURITIES LLC pursuant to Section 608.438 of the Act, hereby certifies that:

**FIRST:** The name and jurisdiction of formation or organization of each constituent entity are:

Name and Address

Jurisdiction

National Stock Trading, L.L.C.  
515 East Las Olas Boulevard  
Suite 850  
Fort Lauderdale, FL 33301  
Federal Tax # 65-090658

Florida

Trinix Securities LLC  
580 White Plains Road  
Suite 650  
Tarrytown, NY 10550

Delaware

**SECOND:** An Agreement and Plan of Merger has been approved and executed by the members of NATIONAL STOCK TRADING, L.L.C., and the members of TRINIX SECURITIES LLC as required by the laws of the States of Florida and Delaware.

**THIRD:** The name of the surviving domestic limited liability company is TRINIX SECURITIES LLC.

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TALLAHASSEE, FLORIDA

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FILED

**FOURTH:** The merger shall become effective upon the latter of the filing of this Articles of Merger with the Secretary of the State of Florida or the filing of a Certificate of Merger with the State of Delaware.

**FIFTH:** There shall be no amendments to the Certificate of Formation of TRINIX SECURITIES LLC, the surviving entity, which were filed with the state of Delaware on July 24, 2000.

**SIXTH:** The Articles of Organization of National Stock Trading, L.L.C. were filed with the Secretary of State of Florida on September 29, 1999.

**SEVENTH:** The Agreement and Plan of Merger is on file at the following place of business of the surviving domestic limited liability company: TRINIX SECURITIES LLC, 580 White Plains Road, Suite 650, Tarrytown, NY 10550.

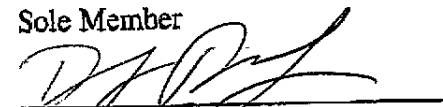
**EIGHTH:** A copy of the Agreement and Plan of Merger will be furnished by TRINIX SECURITIES LLC on request and without cost, to any member of TRINIX SECURITIES LLC or to any member of NATIONAL STOCK TRADING, L.L.C.

**NINTH:** The surviving domestic limited liability company appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of each limited liability company that is a party to the merger.

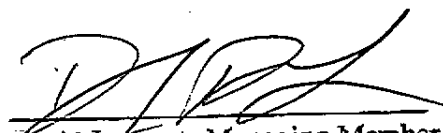
**TENTH:** The surviving domestic limited liability company shall promptly pay to the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Florida Limited Liability Company Act.

**IN WITNESS WHEREOF,** this Articles of Merger have been duly executed as of the 16th of April, 2001, and is being filed in accordance with Section 698.4382 of the Act by authorized persons of NATIONAL STOCK TRADING, L.L.C. AND TRINIX SECURITIES, LLC.

NATIONAL STOCK TRADING, L.L.C.  
Trinix Securities LLC  
Sole Member

  
David Laurent, Managing Member

TRINIX SECURITIES LLC

  
David Laurent, Managing Member

\\Trinix\3articlesofmerger.FL.wpd

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
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APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF

NATIONAL STOCK TRADING, L.L.C.

INTO

TRINEX SECURITIES LLC

Under Section 608.4382 of the

Florida Limited Liability Company Act

MCCABE & FLYNN, LLP  
ATTORNEYS AT LAW  
ONE WHITEHALL STREET, SUITE 1825

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, is made on this 9<sup>th</sup> day of April, 2001 by and between NATIONAL STOCK TRADING, L.L.C., and TRINIX SECURITIES LLC (the "Constituent Entities").

WHEREAS, NATIONAL STOCK TRADING, L.L.C. (the "Merging Company") wishes to merge with and into TRINIX SECURITIES LLC (the "Surviving Company");

WHEREAS, the Florida Limited Liability Company Act under which the Merging Company has been formed permits the merger of the Merging Company with and into the Surviving Company; and

WHEREAS, the Delaware Limited Liability Company Act under which the Surviving Company has been formed permits the merger of the Merging Company with and into the Surviving Company.

NOW, THEREFORE, in consideration of the foregoing premises and the promises contained in this Agreement, and for the purpose of prescribing the terms and conditions of such merger, the parties agree as follows:

1. The name of the Merging Company is NATIONAL STOCK TRADING, L.L.C., which was formed under Section 608.407 of the Florida Limited Liability Company Act.
2. The name of the Surviving Company is TRINIX SECURITIES LLC, which was formed under Section 18-201 of the Delaware Limited Liability Company Law.
3. On the date of the following event (the "Effective Date"), NATIONAL STOCK TRADING, L.L.C., the Merging Company, merges with and into TRINIX SECURITIES LLC, the Surviving Company, which shall survive the merger:
  - (a) the filing of an Articles of Merger in the form required by Section 608.4382 of the Florida Limited Liability Company Act and a Certificate of Merger under Section 18-209 of the Delaware Limited Liability Company Act have been filed with the Secretaries of State of Florida and New York, respectively.
4. The sole member of the Merging Company is as follows:

Member  
Trinix Securities LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

A. Allocation of Net Profits/Losses

Trinix Securities LLC

100%

5. On the Effective Date of the merger, the member of the Merging Company will no longer have any membership interest in the Merging Company, and the Members of Merging Company shall become the Members and have membership interests exclusively in the Surviving Company as follows:

<u>Member</u>	<u>Membership Interest</u>
J. Pandis, Inc.	39%
Wasskuma Enterprises, Inc.	29%
Craig Feltz	30%
David Laurent	1%
Gerard Dublynn	1%

6. No member of the Merging Company shall, as a result of the merger, become personally liable for the liabilities or obligations of the Merging Company or the Surviving Company.
7. On the Effective Date of the merger, the Operating Agreement of the Surviving Company shall be the Operating Agreement of Trinix Securities LLC until the same is altered, amended, or rescinded or until a new Operating Agreement is adopted. The members of the Surviving Company shall have the rights and obligations as set forth in the Operating Agreement.
8. The Managers of the Surviving Company are:

David Laurent, 580 White Plains Road, Suite 650, Tarrytown, NY 10591  
 Craig Feltz, 580 White Plains Road, Suite 650, Tarrytown, NY 10591  
 Gerard Dublynn, 580 White Plains Road, Suite 650, Tarrytown, NY 10591.

9. The Surviving Company shall keep this Agreement and Plan of Merger on file at its principal place of business at 580 White Plains Road, Suite 650 Tarrytown, New York 10591
10. The Surviving Company shall, on request and without cost, furnish a copy of this Agreement and Plan of Merger to any member of the Merging Company and any



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member of this Surviving Company.

11. On the Effective Date of the merger, the Merging Company shall be merged with and into the Surviving Company in accordance with the provisions of this Agreement and Plan of Merger and in accordance with the applicable provisions of the laws of the States of Florida and New York. On the effective date of the merger, all rights, privileges, powers, and all assets, all debts and other liabilities and obligations of the Merging Company are vested in the Surviving Company. All rights of creditors and all liens upon any property of the Merging Company and Surviving Company are preserved unimpaired; and all debts, liabilities and obligations of the Merging Company attach to the Surviving Company and may be enforced against it. No action, suit, or proceeding, civil or criminal, then pending by or against the Merging Company in its common name shall abate or be discontinued by reason of this Merger, but may be prosecuted by or proceed against the Surviving Company.
12. This Agreement and Plan of Merger has been approved by the requisite action of members of the Merging Company and the members of the Surviving Company as required by the Operating Agreement of the Merging Company, the Operating Agreement of the Surviving Company, as well as the laws of the States of Florida and New York.
13. The Surviving Company may be served with process in the State of New York in any action or proceeding for the enforcement of any liability or obligation of the Merging Company and for the enforcement of any right of the members of the Merging Company to receive payment for their interest against the Surviving Company.
14. This Agreement and Plan of Merger may be amended or terminated upon the unanimous written consent of the members of the Merging Company and the members of the Surviving Company.
15. This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts each of which shall be deemed an original, and all of which, when taken together, constitute one and the same document. The signature of any party to any counterpart shall be deemed a signature to, and may be appended to, any other counterpart.

APPROVED  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04/17/2001 14:26

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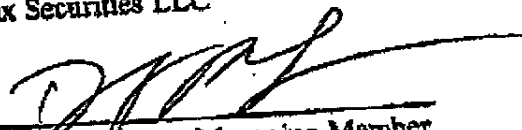
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IN WITNESS WHEREOF, the Merging Company and each of the members of the Merging Company and the Surviving Company and each of the members of the Surviving Company have executed this Agreement and Plan of Merger on this 9<sup>th</sup> day of April, 2001.

NATIONAL STOCK TRADING, L.L.C.

TRINIX SECURITIES LLC

SOLE MEMBER  
Trinix Securities LLC

  
By: David Laurent, Managing Member


  
By: David Laurent, Managing Member

MEMBERS

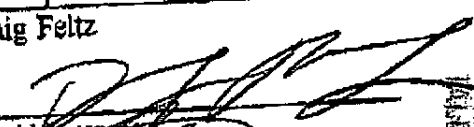
J. Pandis, Inc.

  
David Laurent, President

Wasskuma Enterprises, Inc.

  
Gerard Dublynn, President

  
Craig Feltz

  
David Laurent

  
Gerard Dublynn

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED