

M53693

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MERGER OR SHARE EXCHANGE

NAIB TRADING CORPORATION

Certificate of Status	0
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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

GPSHC ACQUISITION SUB, INC., a Florida corporation, document number
P02000018193

INTO

NAIB TRADING CORPORATION, a Florida entity, M53693

File date: February 21, 2002

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER OF
GPSHC ACQUISITION SUB, INC.
(a Florida corporation)
INTO
NAIB TRADING CORPORATION
(a Florida corporation)**

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SECRETARY OF STATE

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** GPSHC ACQUISITION SUB, INC., a Florida corporation bearing Document #P02000018193 ("Acquisition"), and wholly owned subsidiary of Global Partners Securities Holding Corp., a Delaware corporation ("Parent Corporation"), shall be merged (the "Merger") with and into NAIB TRADING CORPORATION, a Florida corporation bearing Document #M53693 ("NAIB"). NAIB and Acquisition are sometimes hereinafter collectively referred to as the "Constituent Corporations." NAIB shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation of NAIB in existence as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date, until the same shall be amended or repealed in accordance with the provisions thereof or applicable law. The Bylaws of NAIB in existence as of the Effective Date shall be the Bylaws of the Surviving Corporation following the Effective Date, until the same shall be amended or repealed in accordance with the provisions thereof or applicable law.

3. **Succession.** On the Effective Date, NAIB shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

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4. Conversion of Shares. On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) every share of capital stock of Acquisition issued and outstanding immediately prior to the Effective Time, shall, without further action, be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation, and (ii) every share of capital stock of NAIB issued and outstanding immediately prior to the Effective Time, shall, without further action, be converted into .061249 fully paid and non-assessable shares of common stock of Parent Corporation.

SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

THIRD: The Plan of Merger was adopted by the board of directors and stockholders of NAIB on the 18th day of February, 2002, and by the board of directors and stockholders of Acquisition on the 18th day of February, 2002.

Signed this 21st day of February, 2002.

NAIB TRADING CORPORATION
a Florida corporation

By: _____

Marcos König
Its President

GPSHC ACQUISITION SUB, INC.
a Florida corporation

By: _____

Antonio Devita
Its President