

P00000005603

Florida Department of State
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MERGER OR SHARE EXCHANGE TRADESTATION GROUP, INC.

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March 5, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TRADESTATION GROUP, INC.
8050 SW 10TH ST
SUITE 4000
PLANTATION, FL 33324

SUBJECT: TRADESTATION GROUP, INC.
REF: P00000005603

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

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DIVISION OF CORPORATIONS
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**ARTICLES OF MERGER
OF
MBH AMERICA, INC.,
a Delaware corporation,
WITH AND INTO
TRADESTATION GROUP, INC.,
a Florida corporation**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes, in connection with the Merger (as such term is defined below):

First: The name, form and jurisdiction of the surviving corporation (the "Surviving Corporation") in the Merger is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form of Entity</u>
TradeStation Group, Inc.	Florida	Corporation

Second: The name, form and jurisdiction of the merging corporation (the "Merging Corporation") in the Merger is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form of Entity</u>
MBH America, Inc.	Delaware	Corporation

Third: At the Effective Date (as defined below) and pursuant to the Agreement and Plan of Merger (the "Plan of Merger") by and between the Merging Corporation and the Surviving Corporation, the Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger") and the separate existence of the Merging Corporation shall cease. The Surviving Corporation is the surviving corporation in the Merger.

Fourth: A copy of the Plan of Merger is attached hereto as Annex "A" and incorporated herein by reference.

Fifth: The Merger shall become effective as of the date upon which these Articles of Merger have been filed with the Department of State of the State of Florida (the "Effective Date").

Sixth: The Plan of Merger was duly approved and adopted by the Board of Directors of the Surviving Corporation on January 31, 2012, and by the sole shareholder of the Surviving Corporation on January 31, 2012.

Seventh: The Plan of Merger was duly approved and adopted by the Board of Directors of the Merging Corporation on January 31, 2012, and by the sole shareholder of the Merging Corporation on January 31, 2012.

Eighth: The Plan of Merger was duly approved and adopted in accordance with the applicable provisions of Title 8, Subchapter IX of the Delaware General Corporation Law.

These Articles of Merger may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument. A facsimile or PDF of a signature to these Articles of Merger shall be deemed and treated for all purposes of execution to be as valid as an original signature thereto.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned parties have executed and delivered these Articles of Merger as of January 31, 2012.

SURVIVING CORPORATION:

TRADESTATION GROUP, INC., a Florida corporation

By: 

Name: Salomon Sredni

Title: CEO

MERGING CORPORATION:

MBH AMERICA, INC., a Delaware corporation

By: 

Name: Takashi Oyagi

Title: President, CEO

*[Signature Page to Florida Articles of Merger of MBH America, Inc.
with and into TradeStation Group, Inc.]*

ANNEX "A"

AGREEMENT AND PLAN OF MERGER

[Attached hereto and made a part hereof.]

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of January 31, 2012, by and between MBH AMERICA, INC, a Delaware corporation (the "Non-Surviving Corporation"), and TRADESTATION GROUP, INC., a Florida corporation, (the "Surviving Corporation").

WHEREAS, the Non-Surviving Corporation and the Surviving Corporation wish to enter into an agreement and plan of merger, pursuant to which the Non-Surviving Corporation will merge with and into the Surviving Corporation.

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

1. The name, organizational form and jurisdiction of the Non-Surviving Corporation are as follows:

<u>Name of Corporation</u>	<u>Jurisdiction</u>	<u>Organizational Form</u>
MBH America, Inc.	Delaware	Corporation

2. The name, organizational form and jurisdiction of the Surviving Corporation are as follows:

<u>Name of Corporation</u>	<u>Jurisdiction</u>	<u>Organizational Form</u>
TradeStation Group, Inc.	Florida	Corporation

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 252 of the Delaware General Corporation Law (the "Delaware Law"), on the Effective Date, as hereinafter defined, the Non-Surviving Corporation shall merge with and into the Surviving Corporation (the "Merger"). Upon consummation of such Merger, the separate existence of the Non-Surviving Corporation shall cease and the Surviving Corporation shall be the surviving corporation in the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective on the date on which the Articles of Merger have been filed by the Surviving Corporation with the Department of State of the State of Florida (the "Effective Date").

5. Treatment of Common Stock and Limited Liability Company Interests.

(a) Each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the Effective Date of the Merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger. Each share of common stock, par value \$0.01 per share, of

the Surviving Corporation existing immediately prior to the Effective Date, and any right to acquire any shares or other securities of the Surviving Corporation, shall, by virtue of the Merger and without any action on the part of the holder thereof, continue to exist as a share of common stock, or a right to acquire shares or other securities (if any), of the Surviving Corporation.

(b) Each share of stock of the Non-Surviving Corporation existing immediately prior to the Effective Date, and any right to acquire any shares or other securities of the Non-Surviving Corporation, shall, by virtue of the Merger and without any action on the part of the holder thereof, or consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

6. Effects of the Merger.

(a) At and after the Effective Date, the Merger shall have the effects set forth in Section 607.1107 of the FBCA and Section 252 of the Delaware Law.

(b) As of the Effective Date, the Articles of Incorporation, as amended, of the Surviving Corporation will not differ from its Articles of Incorporation, as amended, immediately prior to the Merger. The Bylaws of the Surviving Corporation as in effect on the Effective Date shall be the bylaws of the Surviving Corporation after the Effective Date.

(c) The board of directors and executive officers of the Surviving Corporation immediately prior to the Effective Date shall be the board of directors and executive officers of the Surviving Corporation from and after the Effective Date, in each case until duly removed or replaced in accordance with the organizational documents of the Surviving Corporation and the FBCA.

7. Compliance Agreement. The Non-Surviving Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

8. Termination. This Agreement may be terminated at any time prior to the Effective Date, whether prior to or after approval by any party's respective board of directors or shareholders, effective upon and pursuant to the written consent of the board of directors or shareholders of the Surviving Corporation and the Non-Surviving Corporation.

9. Effect of Termination. If this Agreement is terminated as provided in Section 8 above, this Agreement shall forthwith become void and have no effect, without liability of any kind being attributed to the Surviving Corporation or the Non-Surviving Corporation, or any of their respective officers, directors or shareholders.

10. Counterparts. This Agreement may be executed in separate counterparts, and/or by the execution of counterpart signature pages that may be attached to one or more counterparts of this Agreement, and all so executed shall constitute one agreement binding on both of the parties hereto, notwithstanding that both of such parties are not signatory to the original or the same counterpart. In addition, any counterpart signature page may be executed by either party and

may be delivered by facsimile transmission or by any other means of electronic transmission (including by e-mail of PDF copies), and any such facsimile or electronically transmitted signature pages may be attached to one or more counterparts of this Agreement, and such facsimile or electronically transmitted signature(s) shall have the same force and effect, and be as binding, as if original signatures had been executed and delivered in person.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first set forth above.

NON-SURVIVING CORPORATION:

MBH AMERICA, INC., a Delaware corporation

By: 

Name: Takashi Oyagi

Title: President, CEO

SURVIVING CORPORATION:

TRADESTATION GROUP, INC., a Florida corporation

By: 

Name: Solomon Sredni

Title: CEO

*[Signature page to Agreement and Plan of Merger of MBH America, Inc.
with and into TradeStation Group, Inc.]*