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July 12, 2000

Florida Department of State  
Division Of Corporation  
P.O. Box 6327  
Tallahassee, FL. 32314

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-07/19/00--01124--005  
\*\*\*\*\*50.00 \*\*\*\*\*50.00

Re: Merger of Optionsnewsletter, LLC and  
Options Newsletter, Inc.

To Whom It May Concern:

We represent the affiliated companies of OptionsNewsletter, LLC ("LLC") and Options Newsletter, Inc. ("Options"). LLC and Options desire to merge with one another with Options as the surviving entity. In order to effectuate the proposed merger enclosed are:

(1) the Articles of Merger, signed by the Member of the LLC and the President of Options;

(2) the Plan of Merger, executed by both companies;

and (3) a check in the amount of \$50.00 to cover your department's filing fees.

Please file the articles of merger and send confirmation of the merger to my attention.

If you have any questions please do not hesitate to call me at 312-899-5581.

Respectfully yours,



Arie M. Flemenbaum

C: Hagai Schecter

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
<u>1. Optionsnewsletter.com, LLC</u> <u>210 174th Street</u> <u>No. <del>2210</del> 2201 H.S</u> <u>North Miami Beaach, FL 33160</u>	<u>Florida</u>	<u>LLC</u>
Florida Document/Registration Number: <u>L99000008582</u>		FEI Number: _____
<u>2. Options Newsletter, Inc.</u> <u>210 174th Street</u> <u>No. <del>2210</del> 2201 H.S</u> <u>North Miami Beach, FL 33160</u>	<u>Florida</u>	<u>Profit Corporation</u>
Florida Document/Registration Number: <u>P-18533</u>		FEI Number: _____
<u>3.</u> _____ _____ _____	_____ _____ _____	_____ _____ _____
Florida Document/Registration Number: _____		FEI Number: _____
<u>4.</u> _____ _____ _____	_____ _____ _____	_____ _____ _____
Florida Document/Registration Number: _____		FEI Number: _____

*(Attach additional sheet(s) if necessary)*

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Options Newsletter, Inc. 210 174th St. No. 2210 2201 H.S. North Miami Beach, FL 33160	Florida	Profit Corporation
Florida Document/Registration Number: _____		FEI Number: _____

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity 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 obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Optionsnewsletter.com, LLC

Hagai Schechter

Options Newstletter, Inc.

Hagai Schechter

*(Attach additional sheet(s) if necessary)*

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Optionsnewsletter.com, LLC	Florida
Options Newsletter, Inc.	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Options Newsletter, Inc.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

*(Attach additional sheet(s) if necessary)*

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The membership interest of Optionsnewsletter.com, LLC shall be converted into common stock of Options Newsletter, Inc. as determined by the Board of Directors of Options Newsletter, Inc.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheet(s) if necessary)*

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COURT  
TALLAHASSEE, FLORIDA

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

N/A

**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Hagai Schecter  
210 174th Street  
No. 2210  
North Miami Beach, FL 33160

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

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TALLAHASSEE  
FLORIDA

*(Attach additional sheet(s) if necessary)*