

F-382

**ARTICLES OF MERGER
OF
GLOBAL PARTNERS SECURITIES HOLDING CORP. (a Delaware corporation)
WITH AND INTO
GLOBAL PARTNERS GROUP, INC. (a Florida corporation)**

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.** GLOBAL PARTNERS SECURITIES HOLDING CORP., a Delaware corporation ("Global Delaware") shall be merged (the "Merger") with and into GLOBAL PARTNERS GROUP, INC., a Florida corporation bearing document #P03000088339 ("Global Florida"). Global Delaware and Global Florida are sometimes hereinafter collectively referred to as the "Constituent Corporations." Global Florida 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 Global Florida and the By-Laws of Global Florida, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

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

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4. **Conversion of Shares.** At the Effective Date, each issued and outstanding share of Global Delaware Common Stock shall be converted into 1 share of Global Florida Common Stock. On and after the Effective Date, each holder of a certificate evidencing issued and outstanding shares of Global Delaware may, but shall not be required to, surrender such certificate to Global Florida and, upon such surrender, such holder shall be entitled to receive a certificate evidencing 1 share of Global Florida Common Stock. Until so surrendered, each certificate which evidenced shares of Global Delaware on the Effective Date shall be deemed for all purposes to evidence the ownership of the shares of Global Florida into which such shares were converted by virtue of the Merger. No other cash, shares, securities or obligations will be distributed or issued upon conversion of the Global Delaware Common Stock.

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

THIRD: The Plan of Merger was adopted by Global Delaware and Global Florida by Unanimous Consent Resolution of their respective boards of directors and by Majority Consent Resolution of their respective shareholders on September 2, 2003.

Signed this 2 day of September, 2003.

GLOBAL PARTNERS GROUP, INC.
a Florida corporation

By: _____

Marcos Konig
Its President

**GLOBAL PARTNERS SECURITIES
HOLDING CORP.**
a Delaware corporation

By: _____

Marcos Konig
Its Chief Executive Officer