

Division of Corporations

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

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$60.00

D. BRUCE

DEC 13 2011

EXAMINER

**ARTICLES OF MERGER  
OF  
INTERBANK FX, LLC  
WITH AND INTO  
TRADESTATION FOREX, INC.**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1109 of the Florida Statutes, in connection with the Merger (as such term is defined below):

**First:** The name, form and jurisdiction of the surviving entity (the "Surviving Entity") in the Merger is:

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

**Second:** The name, form and jurisdiction of the merging entity (the "Merging Entity") in the Merger is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form of Entity</u>
Interbank FX, LLC	Utah	Limited Liability Company

**Third:** At the Effective Time (as defined below), the Merging Entity shall be merged with and into the Surviving Entity (the "Merger") and the separate existence of the Merging Entity shall cease. The Surviving Entity is the surviving entity in the Merger.

**Fourth:** A copy of the Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Annex "A" and made a part hereof by this reference as if fully set forth herein.

**Fifth:** The Merger shall be effective upon filing of these Articles of Merger.

**Sixth:** The Plan of Merger was approved and adopted by the Surviving Entity and the Merging Entity in accordance with the applicable provisions of Chapter 607 of the Florida Statutes and the applicable provisions of Title 48, Chapter 2c, of the Utah Code, as follows:

- (a) By the Board of Directors of the Surviving Entity on November 15, 2011;
- (b) By the Board of Directors of TradeStation Group, Inc., the sole shareholder of the Surviving Entity, on November 15, 2011; and

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- (c) By the Board of Managers of IBFX Holdings, LLC, the sole member of the Merging Entity, on November 15, 2011.

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.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of November 15, 2011.

**SURVIVING ENTITY:**

TRADESTATION FOREX, INC., a Florida corporation

By: \_\_\_\_\_

Name: Gary Weis

Title: President

**MERGING ENTITY:**

INTERBANK FX, LLC, a Utah limited liability company

By: \_\_\_\_\_

Name: Todd B. Crosland

Title: Sole Manager

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of November 15, 2011.

**SURVIVING ENTITY:**

TRADESTATION FOREX, INC., a Florida corporation

By: \_\_\_\_\_  
Name: Gary Weiss  
Title: President

**MERGING ENTITY:**

INTERBANK FX, LLC, a Utah limited liability company

By: Todd B. Crossland  
Name: Todd B. Crossland  
Title: Sole Manager

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**ANNEX "A"**

**AGREEMENT AND PLAN OF MERGER**

*{Attached hereto and made a part hereof.}*

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**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of November 15, 2011, by and between INTERBANK FX, LLC, a Utah limited liability company (the "Non-Surviving Entity"), and TRADESTATION FOREX, INC., a Florida corporation, (the "Surviving Entity").

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

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 Entity are as follows:

<u>Name of Entity</u>	<u>Jurisdiction</u>	<u>Organizational Form</u>
Interbank FX, LLC	Utah	Limited Liability Company

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

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

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and Section 48-2c-1407 of the Utah Revised Limited Liability Company Act (the "URLLCA"), at the "Effective Time," as hereinafter defined, the Non-Surviving Entity shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of such Merger, the separate existence of the Non-Surviving Entity shall cease and the Surviving Entity shall be the surviving entity in the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective upon filing of articles of merger with the Department of State of the State of Florida and the Division of Corporations and Commercial Code of the Utah Department of Commerce (the "Effective Time").

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

(a) Each share of common stock, par value \$1.00 per share, of the Surviving Entity existing immediately prior to the Effective Time 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 of the Surviving Entity.

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(b) Each limited liability company interest in the Non-Surviving Entity existing immediately prior to the Effective Time 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 Time, the Merger shall have the effects set forth in Section 607.11101 of the FBCA and Section 48-2c-1410 of the ULLCA.

(b) The organizational documents of the Surviving Entity as in effect immediately prior to the Effective Time shall be the organizational documents of the Surviving Entity from and after the Effective Time until thereafter amended in accordance with the FBCA.

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

7. 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 hereto wheresoever such party is located, and may be delivered by telephone 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.

[Signatures on following page]

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

**NON-SURVIVING ENTITY:**

INTERBANK FX, LLC, a Utah limited liability company

By: 

Name: Todd B. Croeland  
Title: Sole Manager

**SURVIVING ENTITY:**

TRADESTATION FOREX, INC., a Florida corporation

By: \_\_\_\_\_

Name: Gary Weiss  
Title: President

*[Signature page to Agreement and Plan of Merger]*

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

**NON-SURVIVING ENTITY:**

INTERBANK FX, LLC, a Utah limited liability company

By: \_\_\_\_\_  
Name: Todd B. Crosland  
Title: Sole Manager

**SURVIVING ENTITY:**

TRADESTATION FOREX, INC., a Florida corporation

By: \_\_\_\_\_  
Name: Gary Weiss  
Title: President

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[Signature page to Agreement and Plan of Merger]