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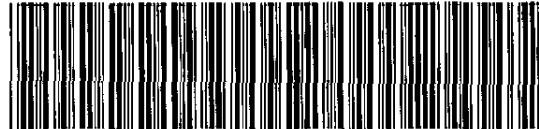
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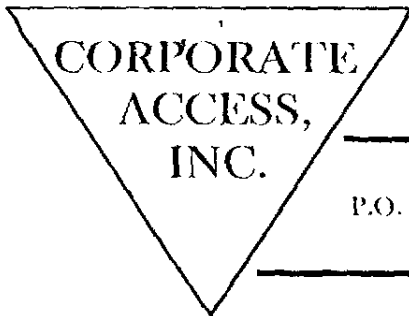
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Merger

(Surviving corp)

1.

Global Investment Research Corp. (Into) Optionetics, Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)


SPECIAL INSTRUCTIONS:

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

- FIRST:** The name and jurisdiction of the surviving corporation:
- Optionetics, Inc., a Delaware corporation (the "Surviving Corporation"),
Delaware Secretary of State Identification Number 4052397
- SECOND:** The name and jurisdiction of the merging (disappearing) corporation:
- Global Investment Research Corp., a Florida corporation (the "Disappearing Corporation"), Florida Dept. of State Document No. PS5000049132
- THIRD:** The Plan and Agreement of Merger is attached.
- FOURTH:** The merger shall become effective on the date the Certificate of Merger is filed with the Delaware Secretary of State.
- FIFTH:** The adoption of the merger by Surviving Corporation: The Plan of Merger was adopted by the Board of Directors on November 28, 2005. The approval of the shareholders of the Surviving Corporation was not required.
- SIXTH:** Adoption of Merger by (merging) Disappearing Corporation: The Plan of Merger was adopted by the shareholders and by the Board of Directors of the Disappearing Corporation on November 28, 2005.
- SEVENTH:** Signatures for each corporation:

Surviving Corporation: Optionetics, Inc.


Richard Cawood, President

Disappearing Corporation: Global Investment Research Corp.


Richard Cawood, Chief Executive Officer

Attachment: Plan and Agreement of Merger

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PLAN AND AGREEMENT OF MERGER

November 30, 2005

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), is dated as of the date set forth above, and is made and entered into by and among Optionetics, Inc., a Delaware corporation ("Optionetics" or the "Surviving Corporation"), and Global Investment Research Corp., a Florida corporation ("GIRC"). GIRC and Optionetics are collectively referred to as the "Constituent Corporations."

RECITALS

The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and in the best interests of the shareholders of the Constituent Corporations that GIRC be acquired by Optionetics through a merger of GIRC into Optionetics (the "Merger").

NOW, THEREFORE, Optionetics, GIRC and Optionetics hereby agree as follows:

ARTICLE I THE CONSTITUENT CORPORATIONS

1.1 GIRC was incorporated under the laws of the State of Florida on June 23, 1995 as "Global Investment Management Corp." A name change was filed on April 22, 2002.

1.2 Optionetics was incorporated under the laws of the State of Delaware on October 24, 2005.

ARTICLE II THE MERGER

2.0 The Merger shall become effective on the date and time ("Effective Time") that the Certificate of Merger is filed with the Secretary of State of Delaware pursuant to Section 252 of the Delaware Corporations Code. Prior thereto Articles of Merger shall be filed with the Secretary of State of Florida pursuant to Title XXXVI, Section 607.1105 of The 2005 Florida Statutes.

2.1 At the Effective Time, GIRC shall be merged into Optionetics and the separate corporate existence of GIRC shall thereupon cease. Optionetics shall be the Surviving Corporation in the Merger and the separate corporate existence of Optionetics, with all its purposes, objects, rights, privileges, powers, immunities, and franchises, shall continue unaffected and unimpaired by the Merger.

2.2 The Surviving Corporation shall succeed to all of the rights, privileges, powers, immunities, and franchises of GIRC, all of the properties and assets of GIRC, and all of the

debts, chooses in action, and other interests due or belonging to GIRC, and shall be subject to and responsible for all of the debts, liabilities, and obligations of GIRC with the effect set forth in the 2005 Florida Statutes and the Delaware Corporations Code.

2.3 If, at any time after the Effective Time, the Surviving Corporation considers or is advised that any deeds, bills of sale, assignments, assurances, or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Corporation its right, title, or interest in, to, or under any of the rights, properties, or assets of GIRC acquired or to be acquired by Surviving Corporation as a result of, or in connection with, the Merger or to otherwise carry out this Agreement, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments, and assurances, and to take and do, in the name and on behalf of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any and all right, title and interest in, to, and under such rights, properties or assets in Surviving Corporation or to otherwise carry out this Agreement.

ARTICLE III ARTICLES OF INCORPORATION, BYLAWS AND OFFICERS AND DIRECTORS OF THE SURVIVING CORPORATION

3.1 The Articles of Incorporation of Optionetics in effect immediately prior to the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation unless and until amended as provided by law and such Articles of Incorporation.

3.2 The Bylaws of Optionetics in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation unless and until amended or repealed as provided by law, the Articles of Incorporation of the Surviving Corporation and such Bylaws.

3.3 The officers of Optionetics at the Effective Time of the Merger shall be the officers of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

3.4 The directors of Optionetics at the Effective Time of the Merger shall be directors of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and the Bylaws of the Surviving Corporation.

ARTICLE IV MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS

4.1 As of the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of Common Stock, no par value, of GIRC ("GIRC Common Stock"):

Each issued and outstanding share of GIRC Common Stock (the "Shares") (other than Dissenting Shares as defined in Section 4.4) shall be converted into the right to receive five (5) shares of \$0.01 par value common stock of Optionetics per share ("Consideration"). All such shares of GIRC Common Stock, when so converted, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto, except the right to receive Consideration therefor upon the surrender of such certificate in accordance with this Article IV.

4.2 As soon as reasonably practicable after the Effective Time, Optionetics shall issue and deliver to each holder of record of a certificate or certificates which immediately prior to the Effective Time represented outstanding shares of GIRC Common Stock (each a "Certificate," and collectively, the "Certificates") against surrender of a Certificate for cancellation, together with a duly executed stock power, the Consideration which such holder has the right to receive pursuant to the provisions of Section 4.1 and the Certificate so surrendered shall immediately be canceled. In the event of a transfer of ownership of GIRC Common Stock which is not registered in the transfer records of GIRC, the Consideration, as applicable, may be issued to a transferee if the Certificate representing such GIRC Common Stock is presented to Optionetics, accompanied by all documents required to evidence and effect such transfer and by evidence that any applicable stock transfer taxes have been paid. Until surrendered as contemplated by this Section 4.2, each Certificate shall be deemed at any time after the Effective Time to represent only the right to receive upon such surrender the Consideration, as applicable, through the Effective Time, as contemplated by this Section 4.2. With respect to any Certificate that has been lost, destroyed or stolen, it shall be a condition to the right of the holder to receive Consideration, that Optionetics shall have received a duly executed lost certificate affidavit, including an agreement to indemnify Optionetics, signed exactly as the name or names of the registered holder or holders appeared on the books of GIRC immediately prior to the Effective Time, together with such other documents as Optionetics may reasonably require in connection therewith.

4.3 The Consideration, as applicable, issued upon the surrender for exchange of shares of GIRC Common Stock in accordance with the terms hereof shall be deemed to have been issued in full satisfaction of all rights pertaining to such shares of GIRC Common Stock, and there shall be no further registration of transfers on the stock transfer books of GIRC of the shares of GIRC Common Stock which were outstanding immediately prior to the Effective Time. If, after the Effective Time, Certificates are presented to the Surviving Corporation for any reason, they shall be canceled and exchanged as provided in this Article IV.

4.4 Any shares of GIRC Common Stock held by shareholders who properly exercise and perfect the appraisal rights set forth in Section 607.1302 of Title XXXVI of the 2005 Florida Statutes and who has not effectively withdrawn or lost his or her right to such appraisal ("Dissenting Shares") shall not be converted into the right to receive the Consideration, as applicable, but shall instead be converted into the right to receive such consideration as may be determined to be due with respect to such Dissenting Shares pursuant to the provisions of said Section 607.1302. GIRC shall give Optionetics prompt notice of any demand received by GIRC for appraisal of GIRC Common Stock, and GIRC agrees that, except with the prior written

consent of Optionetics or as required under said Section 607.1302, it will not voluntarily make any payment with respect to, or settle or offer to settle, any such demand for appraisal. Each holder of Dissenting Shares (a "Dissenting Shareholder") who, pursuant to the provisions of said Section 607.1302, becomes entitled to payment of the value of shares of GIRC Common Stock shall receive payment therefor (but only after the value therefor shall have been agreed upon or finally determined pursuant to said Section 607.1302. In the event that any holder of shares of GIRC Common Stock fails to make an effective demand for payment or otherwise loses his or her status as a Dissenting Shareholder, Optionetics shall, as of the later of the Effective Time or the occurrence of such event, issue and deliver, upon surrender by such Dissenting Shareholder of its Certificate or Certificates, the shares of Optionetics Common Stock and any dividends or other distributions payable with respect to such shares, without interest thereon, to which such Dissenting Shareholder would have been entitled to under Section 4.1.

ARTICLE V TERMINATION AND AMENDMENT

5.1 Notwithstanding the approval of this Agreement by the shareholders of GIRC, this Agreement may be terminated at any time prior to the Effective Time by mutual agreement of the Boards of Directors of GIRC and Optionetics.

5.2 In the event of the termination of this Agreement as provided above, this Agreement shall forthwith become void and there shall be no liability on the part of GIRC or Optionetics or their respective officers or directors.

5.3 This Agreement may be amended by the parties hereto at any time before or after approval hereof by the shareholders of GIRC but, after any such approval, no amendment shall be made which by law requires the further approval of the shareholders of GIRC without obtaining such further approval. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

[Signature page follows.]

IN WITNESS WHEREOF, the parties have duly executed this PLAN AND AGREEMENT OF MERGER as of the date first set forth above.

**GLOBAL INVESTMENT RESEARCH
CORP.**

(a Florida corporation)

By: 

Chief Executive Officer

OPTIONETICS, INC.

(a Delaware corporation)

By: 

President

The undersigned hereby certifies that this Agreement has been adopted by Optionetics, Inc. without any vote of its stockholders pursuant to subsection (f) of Section 251 of the Delaware Corporation Law and no shares of stock of Optionetics, Inc. were issued prior to the adoption by the Board of Directors of the resolution approving this Plan and Agreement of Merger.



Jennifer Malloy

Secretary, Optionetics, Inc.