

P09000099459

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

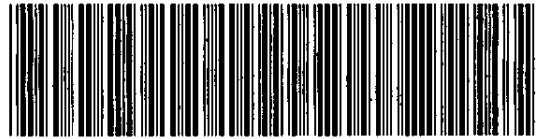
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

*To make wording Amendment Attached.
Per Thomas Driscoll*

Office Use Only



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12/21/09--01052--016 **78.75

~~RECEIVED~~
12-31-09

SECRETARY OF STATE
FALL APPOINTMENT

09 DEC 21 PM 1:20

FILED

Merger

~~D. CONWAY~~ DEC 23 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BD+CA Merger Corp.

DOCUMENT NUMBER: PO9000099459

The enclosed *Articles of* ^{Merger} ~~Amendment~~ and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas L. Driscoll
Name of Contact Person

Thomas L. Driscoll, Attorney at Law
Firm/ Company

2002 3rd St. # 114
Address

San Francisco CA 94107
City/ State and Zip Code

TDRI SCOLL@TL D3.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tom Driscoll at (415) 281-0900
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>BD&CA MERGER CORP.</u>	<u>Florida</u>	<u>P09000099459</u>

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Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Business Development and Capital (BDC) Advisors, Inc.</u>	<u>California</u>	<u>12-31-09</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/7/09.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/7/09.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

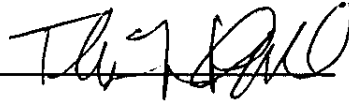
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

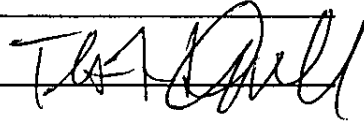
BD&CA MERGER CORP.



Thomas L. Driscoll, VP & Secretary

Business Development and

Capital (BDC) Advisors, Inc.



Thomas L. Driscoll, VP & Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Business Development and</u>	<u>Capital (BDC) Advisors, Inc. - California</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>BD&CA MERGER CORP.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. Each outstanding share of Business Development and Capital (BDC) Advisors, Inc. ("Merging Corporation") shall be converted into one (1) share of BD&CA MERGER CORP. ("Surviving Corporation").
2. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

1. Each outstanding share of Business Development and Capital (BDC) Advisors, Inc. ("Merging Corporation") shall be converted into one (1) share of BD&CA MERGER CORP. ("Surviving Corporation").
2. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

1. This Merging Corporation owns 100% of the outstanding shares of Surviving Corporation. Merging Corporation shall be merged into Surviving Corporation.
2. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
3. The effect of the merger is as prescribed by law.
4. The effective date of the merger is December 31, 2009