

P04970

(Requestor's Name)

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*Name Change
Amend*

09/23/09--01033--006 **35.00

FILED
2009 SEP 23 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ADL
9/24/09*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: InterSecurities, Inc.
Name of Corporation

DOCUMENT NUMBER: P04970

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Franklyn J. Wollett
Name of Contact Person

Transamerica Financial Advisors, Inc.
Firm/Company

570 Carillon Pkwy.
Address

St. Petersburg, FL 33716
City/State and Zip Code

fwollett@aegonusa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Franklyn J. Wollett at (727) 299-1719
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



Transamerica Financial Advisors, Inc.

570 Carillon Parkway
St. Petersburg, Florida 33716
Telephone: (800) 322-7161
www.tfa.transamerica.com

**VIA REGULAR U.S. MAIL
CERTIFIED, RETURN RECEIPT**

September 21, 2009

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Application by Foreign Profit Corporation to File Amendment, Application by Foreign Corporation for Withdrawal of Authority and Resulting Name Change

Dear Sir or Madam:

Attached, please find our: Application by Foreign Profit Corporation to File Amendment and Application by Foreign Corporation for Withdrawal of Authority accompanied by an authenticated copy of our Certificate of Agreement of Merger and Letter of Good Standing from Delaware, our state of incorporation. Please note this also entails a corporate name change. Included are two checks representing payment for your filing fees: (1) \$35 for the application for amended authority and (2) \$35 for the application for withdrawal.

This action is the result of two Delaware corporations; Transamerica Financial Advisors, Inc. (FL Document #P29872) merging into InterSecurities, Inc. (FL Document #P04970), and InterSecurities, Inc. (FL Document #P04970), changing its name to Transamerica Financial Advisors, Inc.

Should you have any questions or need to contact us regarding this filing you may call, e-mail or write either individual named below:

Franklyn J. Wollett, Mail #505E2
570 Carillon Pkwy
St. Petersburg, FL 33716
www.fwollett@aegonusa.com
727-299-1719

John W. Fischer, Mail #505E1
570 Carillon Pkwy
St. Petersburg, FL 3316
www.jfischer@aegonusa.com
727-299-1769

Sincerely,

A handwritten signature in black ink that reads "Frank Wollett". The signature is written in a cursive, flowing style.

Frank Wollett
Vice President & Senior Counsel

FW:jl
Attachments

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

2009 SEP 23 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

SECTION I
(1-3 MUST BE COMPLETED)

P04970

(Document number of corporation (if known))

1. InterSecurities, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 2/11/1985
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/4/2009

5. Transamerica Financial Advisors, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

_____ (New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

_____ (New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Franklyn J. Wollett
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Franklyn J. Wollett

(Typed or printed name of person signing)

Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

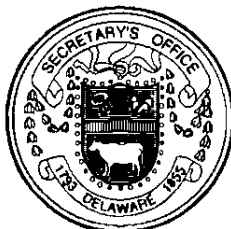
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"TRANSAMERICA FINANCIAL ADVISORS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "INTERSECURITIES, INC." UNDER THE NAME OF "TRANSAMERICA FINANCIAL ADVISORS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF SEPTEMBER, A.D. 2009, AT 10:20 O'CLOCK A.M.

2051728 8100M

090844768




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7519401

DATE: 09-10-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:20 AM 09/04/2009
FILED 10:20 AM 09/04/2009
SRV 090835055 - 2051728 FILE

**STATE OF DELAWARE
DELAWARE INTO DELAWARE
AGREEMENT OF MERGER**

Now on this 8th day of April, 2009, INTERSECURITIES, INC. and TRANSAMERICA FINANCIAL ADVISORS, INC., both Delaware Corporations, pursuant to Section 251 of the General Corporation Law of the State of Delaware, have entered into the following Agreement of Merger.

WITNESSETH that:

WHEREAS, the respective Boards of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified; and

WHEREAS, said InterSecurities, Inc. ("Corporation") filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on December 28, 1984; and

WHEREAS, said Transamerica Financial Advisors, Inc. ("TFA") filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on August 25, 1967;

NOW THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: TFA shall merge into and with Corporation. As part of the merger of these constituent corporations, Corporation, as the surviving corporation, shall change its name to Transamerica Financial Advisors, Inc. The merger shall be contingent upon

regulatory approval by the Financial Industry Regulatory Authority ("FINRA") and any other required regulatory authority. The merger shall not be effective until the appropriate merger documents are filed with the Delaware Division of Corporation and no merger documents shall be filed with the Delaware Division of Corporation until the parties have received written approval from FINRA, or such other required regulatory authority.

SECOND: The Certificate of Incorporation of Corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger, and the name of the corporation shall be changed to *Transamerica Financial Advisors, Inc.*

THIRD: The manner of converting the outstanding shares of each of the constituent corporations shall be as follows: In exchange for its agreement to merge TFA with and into Corporation, Transamerica International Holdings, Inc., TFA's sole shareholder, shall receive Corporation's common stock in an amount, as mutually agreed to by the corporations at the time of effecting the merger, to approximate the fair market value of TFA common stock that is deemed cancelled by operation of law. To assure Corporation has sufficient authorized stock available for the purposes of this merger, Corporation shall amend its Certificate of Incorporation to increase the number of authorized shares from 1,000 to 5,000 shares of common stock of the par value of one dollar (\$1.00) each.

FOURTH: This merger shall become effective upon filing with the Secretary of State of Delaware, subject to the contingency set forth above.

FIFTH: The Bylaws of Corporation in existence and in effect immediately prior to the effective date of the merger shall be the Bylaws of the surviving corporation.

SEVENTH: The directors and officers of Corporation, immediately prior to the effective date of the merger, shall be the directors and officers, respectively, of the

surviving corporation until expiration of the current terms as such, or prior resignation, removal, or death.

SEVENTH: This Merger Agreement may be amended at any time prior to the effective date with the mutual consent of the Boards of Directors of the parties; provided, however, that this Merger Agreement may not be amended after it has been adopted by the shareholders of the either corporation in any manner which, in the judgment of the Board of Directors of the such corporation, would have a material adverse effect on the rights of such shareholders.


EIGHTH: This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

NINETH: This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one instrument.

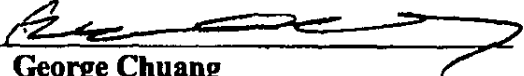
TENTH: This merger of TFA with and into Corporation is intended to be a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

INTERSECURITIES, INC.

By: 
Michael Scherrman
Vice President, Chief Operations Officer,
and Chief Compliance Officer

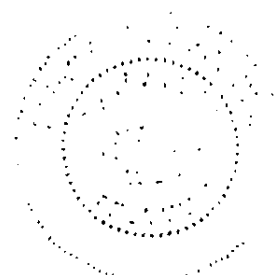
TRANSAMERICA FINANCIAL ADVISORS, INC.

By: 
George Chuang
President & Chief Executive Officer (Interim)
Senior Vice President, Chief Financial Officer

I, Franklyn J. Wollett, Secretary of InterSecurities, Inc., (to be known as Transamerica Financial Advisors, Inc. upon the merger), a corporation organized and existing under the laws of the State of Delaware, hereby certify, as Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of InterSecurities, Inc., a corporation of the State of Delaware, was duly submitted to the sole stockholder of said InterSecurities, Inc., ("Sole Stockholder") for the purpose of considering and taking action upon said Agreement of Merger, that 1,000 shares of stock of said corporation were on said date issued and outstanding and that the Sole Stockholder voted by written consent in favor of said Agreement of Merger, the said affirmative vote representing the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was by said written consent duly adopted as the act of the Sole Stockholder and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of InterSecurities, Inc., on this 8th day of April, 2009.

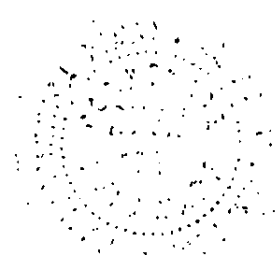
By: Franklyn J. Wollett
Franklyn J. Wollett



I, Kerry Rider, Secretary of Transamerica Financial Advisors, Inc. a corporation organized and existing under the laws of the State of Delaware, hereby certify, as Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Transamerica Financial Advisors, Inc., was duly submitted to the sole stockholder of said Transamerica Financial Advisors, Inc., ("Sole Stockholder") for the purpose of considering and taking action upon said Agreement of Merger, that 4,000 shares of stock of said corporation were on said date issued and outstanding and that the Sole Stockholder voted by written consent in favor of said Agreement of Merger, the said affirmative vote representing the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was by written consent duly adopted as the act of the Sole Stockholder and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of Transamerica Financial Advisors, Inc., on this 8th day of April, 2009.

By: 
Kerry Rider



Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRANSAMERICA FINANCIAL ADVISORS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF SEPTEMBER, A.D. 2009.

2051728 8300

090844768



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7519417

DATE: 09-10-09