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CTCORPORATIONSYSTEM

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Division of Corporations

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Florida Department of State
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BGSA, INC.

Certificate of Status	0
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ATTN:

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Gibson

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Merger/MC
CRB 3/18

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BGSA, Inc.	Florida	P05000031674

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BGSA, Inc.	Florida	P05000031674

BG Strategic Advisors, Inc.

Massachusetts

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 _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 2, 2005 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on March 2, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

BGSA, Inc.

R. H.

Benjamin Gordon, Managing Director,
& President

BG Strategic Advisors, Inc.

cc. 13. 4

Benjamin Gordon, Managing Director,
and President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
BGSA, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
BGSA, Inc.	Florida
BG Strategic Advisors, Inc.	Massachusetts

Third: The terms and conditions of the merger are as follows:

They have been advised, authorized, and approved by BG Strategic Advisors in the manner and by the vote required in its Articles of Incorporation: the sole stockholder of BG Strategic Advisors, by written action signed by him, adopted a resolution consenting to and approving the proposed merger transaction

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

See attached continuation page

(Attach additional sheets if necessary)

Attachment to the Plan of Merger

That upon effective date of the merger, by virtue thereof and without any action on the part of any holders thereof, each share of common stock of BG Strategic Advisors which is issued and outstanding immediately prior thereto shall cease to exist and shall be changed and converted into one fully paid and non-assessable share of the common stock, \$.001 par value per share of BGSA, Inc.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

The name of the surviving corporation, BGSA, Inc., is hereby changed to:

BG Strategic Advisor, Inc.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: