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TALAMON STATE FIDELITY

Art. & Merger

D. CORNELL JAN 07 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PCH CAPITAL, INC.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Andy Powell

Contact Person

Pension and Tax Advisors, Inc.

Firm/Company

2209 N. Valley Drive

Address

Manhattan Beach, CA 90266

City/State and Zip Code

apowell@pensionandtax.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andy Powell

Name of Contact Person

At ( 310 )

512-7977

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 22, 2009

ANDY POWELL  
2209 N. VALLEY DR.  
MANHATTAN BEACH, CA 90266

SUBJECT: PCH CAPITAL, INC.  
Ref. Number: P09000098277

We have received your document for PCH CAPITAL, INC. and check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Regulatory Specialist II

Letter Number: 809A00038599

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TALLAHASSEE

**COVER LETTER**

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Division of Corporations

**SUBJECT:** PCH CAPITAL, INC.  
Name of Surviving Corporation

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Please return all correspondence concerning this matter to following:

ANDY POWELL

Contact Person

PENSION AND TAX ADVISORS, INC.

Firm/Company

2209 N. VALLEY DRIVE

Address

MANHATTAN BEACH, CA 90255

City/State and Zip Code

APOWELL@PENSIONANDTAX.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ANDY POWELL

Name of Contact Person

At ( 310 )

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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><br>(If known/ applicable) |
|-------------------|---------------------|--------------------------------------------------|
| PCH CAPITAL, INC. | FLORIDA             | P09000098277                                     |

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

| <u>Name</u>       | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|-------------------|---------------------|--------------------------------------------------|
| PCH CAPITAL, INC. | CALIFORNIA          | C2366678                                         |

**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.



**Fifth:** Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 15, 2009.

**Sixth:** Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation on December 15, 2009.

**Seventh: SIGNATURES FOR EACH CORPORATION**

| <u>Name of Corporation</u>                    | <u>Signature of an Officer or Director</u>                                          | <u>Typed or Printed Name of Individual &amp; Title</u> |
|-----------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------------------------|
| PCH CAPITAL, INC.<br>A Florida Corporation    |  | William A. Cerofeci, President                         |
| PCH CAPITAL, INC.<br>A California Corporation |  | William A. Cerofeci, President                         |

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09 DEC 31 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, 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> |
|-------------|---------------------|
|-------------|---------------------|

|                          |                |
|--------------------------|----------------|
| <b>PCH CAPITAL, INC.</b> | <b>FLORIDA</b> |
|--------------------------|----------------|

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

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------|---------------------|
|-------------|---------------------|

|                          |                   |
|--------------------------|-------------------|
| <b>PCH CAPITAL, INC.</b> | <b>CALIFORNIA</b> |
|--------------------------|-------------------|

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

PCH Capital, Inc. (CA) shall merge into PCH Capital, Inc. (FL) with PCH Capital, Inc. (FL) surviving, on the merger date. The separate existence of PCH Capital, Inc. (CA) shall cease at the effective time of the merger, and PCH Capital, Inc. (FL) shall continue its existence as the surviving corporation.

**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:

The issued and outstanding shares of PCH Capital, Inc. (CA) shall be converted and exchanged for an equal number of newly issued shares of PCH Capital, Inc. (FL), and all presently outstanding shares of PCH Capital, Inc. (CA) shall be surrendered, cancelled, and extinguished effective at the time of the merger.