

**Electronic Articles of Incorporation
For**

P09000099459
FILED
December 10, 2009
Sec. Of State
tburch

BD&CA MERGER CORP.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BD&CA MERGER CORP.

Article II

The principal place of business address:

1221 BRICKELL AVENUE
SUITE 900
MIAMI, FL. 33131

The mailing address of the corporation is:

1221 BRICKELL AVENUE
SUITE 900
MIAMI, FL. 33131

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

RICHARD E WESSLUND
1221 BRICKELL AVENUE
SUITE 900
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RICHARD E. WESSLUND

Article VI

The name and address of the incorporator is:

THOMAS L. DRISCOLL
2002 3RD STREET
#114
SAN FRANCISCO, CA 94107

Incorporator Signature: THOMAS L. DRISCOLL

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PRES
RICHARD E WESSLUND
1221 BRICKELL AVENUE, SUITE 900
MIAMI, FL. 33131

Title: VP/S
THOMAS L DRISCOLL
2002 3RD ST, #114
SAN FRANCISCO, CA. 94107