

P11000080888

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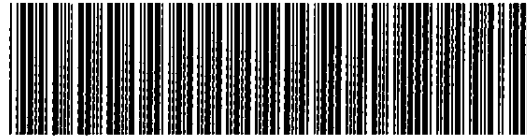
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger 10/6/11*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PENSION AND TAX ADVISORS, 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

THE POWELL LAW GROUP, P.C.

Firm/Company

880 APOLLO STREET, SUITE 139

Address

EL SEGUNDO, CA 90245

City/State and Zip Code

APOWELL@TPLGLAW.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 )

416-9663

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)
PENSION AND TAX ADVISORS, INC.	FLORIDA	P11000080888

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PENSION AND TAX ADVISORS, INC.	NEVADA	C30940-200

**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 September 14, 2011.

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

The Plan of Merger was adopted by the shareholders of the merging corporation on September 14, 2011.

**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>
PENSION AND TAX ADVISORS, INC. A Florida Corporation		Andy Powell, President
PENSION AND TAX ADVISORS, INC. A Nevada Corporation		Andy Powell, President

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**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>PENSION AND TAX ADVISORS, INC.</b>	<b>FLORIDA</b>

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

<u>Name</u>	<u>Jurisdiction</u>
<b>PENSION AND TAX ADVISORS, INC.</b>	<b>NEVADA</b>

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

Pension and Tax Advisors, Inc. (NV) shall merge into Pension and Tax Advisors, Inc. (FL) with Pension and Tax Advisors, Inc. (FL) surviving, on the merger date. The separate existence of Pension and Tax Advisors, Inc. (NV) shall cease at the effective time of the merger, and Pension and Tax Advisors, 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 Pension and Tax Advisors, Inc. (NV) shall be converted and exchanged for an equal number of newly issued shares of Pension and Tax Advisors, Inc. (FL), and all presently outstanding shares of Pension and Tax Advisors, Inc. (NV) shall be surrendered, cancelled, and extinguished effective at the time of the merger.