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660 East Jefferson Street

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CORPORATION(S) NAME

Merger & Name Change

EFFECTIVE DATE 3/31/98

Alexander & Alexander, Inc.

98 MAR 27 PM 1:02
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TALLAHASSEE, FLORIDA

() Profit
() NonProfit
( ) Limited Liability Co.

() Amendment

(X) Merger

() Foreign

() Dissolution/Withdrawal

() Mark

() Limited Partnership
() Reinstatement

() Annual Report
() Reservation

() Other UCC Filing
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( ) Fic. Name

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BAIN HOGG (AMERICAS), INC., a Florida corporation P96000046394

AON RISK SERVICES, INC. OF FLORIDA, a Florida corporation F05197

INTO

ALEXANDER & ALEXANDER, INC. which changed its name to

AON RISK SERVICES, INC. OF FLORIDA, a Florida corporation, 196817.

File date: March 27, 1998 , effective March 31, 1998

Corporate Specialist: Annette Hogan

EFFECTIVE DATE 3/31/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
FOR
ALEXANDER & ALEXANDER, INC.
AND
AON RISK SERVICES, INC. OF FLORIDA
AND
BAIN HOGG (AMERICAS), INC.

The undersigned corporations, pursuant to § 607.1105 of the Florida Business Corporation Act hereby execute the following Articles of Merger.

FIRST: The names and states of incorporation of the corporations proposing to merge are as follows:

Name of Corporation	State of Incorporation
Alexander & Alexander, Inc.	Florida
Aon Risk Services, Inc. of Florida	Florida
Bain Hogg (Americas), Inc.	Florida

SECOND: Each of the corporations is a Florida domestic corporation and each complies with the applicable provisions of § 607.1101 - 607.1104 F.S. The surviving corporation of the merger is also a Florida domestic corporation, and it complies with § 607.1105 F.S.

THIRD: Aon Risk Services, Inc. of Florida and Bain Hogg (Americas), Inc. will both merge into Alexander & Alexander, Inc.; the surviving corporation shall be Alexander & Alexander, Inc.; and the name of the surviving corporation is changed to be Aon Risk Services, Inc. of Florida.

FOURTH: The effective date of the certificate of merger shall be the 31st day of March, 1998.

FIFTH: A full and complete copy of the Plan of Merger is attached hereto as Exhibit A and is hereby made a part of these articles. The Plan of Merger was adopted by the shareholders of i) Alexander & Alexander, Inc. on January 2, 1998; ii) Aon Risk Services, Inc. of Florida on January 2, 1998; and iii) Bain Hogg (Americas) Inc. on January 2, 1998.

Dated: March 11, 1998

ALEXANDER & ALEXANDER, INC.

By: Jerome S. Hanner

Jerome S. Hanner
Vice President & Assistant Secretary - Law

AON RISK SERVICES, INC. OF FLORIDA

By: Jerome S. Hanner

Jerome S. Hanner
Vice President & Assistant Secretary - Law

BAIN HOGG (AMERICAS) INC.

By: Jerome S. Hanner

Jerome S. Hanner
Vice President & Assistant Secretary - Law

Exhibit A

PLAN OF MERGER
FOR
ALEXANDER & ALEXANDER, INC.
AND
AON RISK SERVICES, INC. OF FLORIDA
AND
BAIN HOGG (AMERICAS), INC.

1. Parties:	The parties to the merger are as follows: Alexander & Alexander, Inc., a Florida corporation ("A&A"); Aon Risk Services, Inc. of Florida, a Florida corporation ("Aon"); and Bain Hogg (Americas), Inc., a Florida corporation ("Bain").
2. Survivor:	Aon and Bain will merge into A&A; the surviving corporation shall be A&A.
3. Terms:	At the Effective Time (defined below), and contemporaneously with the merger, Aon and Bain will merge into A&A, A&A will merge Aon and Bain into itself, and the separate existence of both Aon and Bain shall cease ("Merger"). A&A will assume all of the rights, liabilities and obligations of each of the merging companies. The proper officers of each corporation will execute all such documents and take such action as may be necessary to effect this Merger between the parties and to transfer all of the property, rights, duties and obligations of both Aon and Bain to A&A.
4. Share Conversion:	At the Effective Time, and contemporaneously with the Merger, each issued and outstanding share of stock of A&A shall be and remain issued and outstanding. Each issued and outstanding share of stock of Aon and each share of stock of Aon held in treasury shall be canceled without consideration and the holders of certificates, which before the merger represented shares of Aon, will surrender their certificates for cancellation. In addition, each issued and outstanding share of stock of Bain and each share of stock of Bain held in treasury shall be canceled without consideration and the holders of certificates, which before the merger represented shares of Bain, will surrender their certificates for cancellation.
5. Bylaws; Amendment of Articles of Incorporation:	The bylaws of A&A, as in effect immediately prior to the Effective Time, shall be the bylaws of the surviving company until thereafter changed or amended as provided therein, by the articles of incorporation of the surviving company or by applicable law. The articles of incorporation of A&A, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the surviving company until thereafter changed or amended as provided therein or by applicable law, except only that the name of the surviving company shall be changed to be "Aon Risk Services, Inc. of Florida".
6. Officers & Directors:	As of the Effective Time, the officers and directors of A&A immediately prior to the Effective Time shall be removed, and the officers and directors of Aon immediately prior to the Effective Time shall be the officers and directors of the surviving company, and shall be deemed to be elected automatically and without further action on behalf of the surviving company, to serve as such until the next annual meeting of the surviving company and until their successors are duly elected and qualified or until their earlier resignation or removal.
7. Effective Time:	The Merger shall be effective on the 31st day of March, 1998, at the time of filing.
8. Amendment and Termination:	The Plan of Merger may be amended or terminated and abandoned by the Board of Directors of either party at any time prior to the Effective Time.