

446188

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City State Zip Phone

CORPORATION(S) NAME

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Merger
Johnson & Higgins of Florida, Inc. (FL)
Merging into:
J + H Marsh & McLennan, Inc. (DE)

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- NonProfit
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446188

ARTICLES OF MERGER
Merger Sheet

MERGING:

JOHNSON & HIGGINS OF FLORIDA, INC., a Florida corporation 446188

INTO

J&H MARSH & MCLENNAN, INC., a Delaware corporation not qualified in
Florida.

File date: August 14, 1997

Corporate Specialist: Annette Hogan

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
JOHNSON & HIGGINS OF FLORIDA, INC.
(a Florida corporation)
INTO
J&H MARSH & McLENNAN, INC.
(a Delaware corporation)

Pursuant to Section 253 of the Delaware General Corporation Law and Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations hereby adopt and agree to be merged pursuant to the following Articles of Merger.

FIRST: The names and states of incorporation of the undersigned corporations are as follows:

<u>Name of Corporation</u>	<u>State</u>
JOHNSON & HIGGINS OF FLORIDA, INC.	Florida
J&H MARSH & McLENNAN, INC.	Delaware

SECOND: The laws of the respective states pursuant to which each of the undersigned corporations is organized permit the merger of JOHNSON & HIGGINS OF FLORIDA, INC. ("Subsidiary") into J&H MARSH & McLENNAN, INC. ("Surviving Parent"), and the plan of merger set forth herein is in compliance with such laws.

THIRD: The Surviving Parent owns and controls 100% of the issued and outstanding capital stock of Subsidiary, which consists of 500 shares of common stock, par value \$1.00.

FOURTH: The following sets forth the plan of merger:

A. Merger. On the Effective Date (as defined below), Subsidiary shall be merged into the Surviving Parent (the "Merger"), the separate existence of Subsidiary thereupon shall cease, and the Surviving Parent shall be the surviving corporation in the Merger. As of the Effective Date, all the assets, rights, interests, obligations and liabilities of Subsidiary shall become the assets, rights, interests, obligations and liabilities of the Surviving Parent.

B. Effective Date. The Merger shall become effective when a Certificate of Ownership and Merger pertaining to the Merger has been filed with the office of the Secretary of State of the State of Delaware and an executed copy of these Articles of Merger has been filed with the office of the Secretary of State of the State of Florida. The first date upon which the foregoing conditions have been satisfied shall be referred to as the "Effective Date".

C. Surviving Corporation. The name of the surviving corporation is "J&H Marsh & McLennan, Inc." The principal address of the surviving corporation is 1166 Avenue of the Americas, New York, New York 10036. The surviving corporation is incorporated pursuant to the laws of the State of Delaware.

D. Certificate of Incorporation and By-Laws. The Certificate of Incorporation of the Surviving Parent as in effect on the Effective Date shall be the Certificate of Incorporation of the surviving corporation. The By-laws of the Surviving Parent as in effect on the Effective Date shall be the By-laws of the surviving corporation.

E. Board of Directors; Officers. The directors and officers of the Surviving Parent immediately prior to the Effective Date shall be the directors and officers, respectively, of the surviving corporation, in each case until their respective successors are duly elected or appointed and qualified.

F. Further Assurances. If, at any time after the Effective Date, any further assignments, assurances or other acts are necessary or desirable to vest, perfect or confirm of record in the surviving corporation the title to any property or rights of either the Surviving Parent or Subsidiary, or otherwise carry out the provisions of this plan of merger, the officers and directors of the surviving corporation hereby are authorized and empowered on behalf of the Surviving Parent and Subsidiary, in the name and on behalf of either such constituent corporation, to execute and deliver any and all documents, instruments or agreements necessary or proper to vest, perfect or confirm title to such property or rights in the surviving corporation, and otherwise to carry out the purposes and provisions of this plan of merger.

G. Conversion of the Surviving Parent Stock; Cancellation of Subsidiary Stock. As of the Effective Date, by virtue of the Merger and without further action by any person:

(i) each issued and outstanding share of common stock of the Surviving Parent, consisting of 1,000 shares of common stock, par value \$1.00, shall be converted into one validly issued, fully paid and nonassessable share of common stock, par value \$1.00 per share, of the surviving corporation;

(ii) the authorized share capital of the surviving corporation shall be the authorized share capital of the Surviving Parent, pursuant to its Certificate of Incorporation, consisting of 1,000 shares of common stock, par value \$1.00;

(iii) all issued and outstanding shares of the capital stock of Subsidiary (the "Subsidiary Stock") shall be canceled and shall cease to exist; and

(iv) the stock transfer books of Subsidiary shall be closed and no transfer of Subsidiary Stock shall be made thereafter.

FIFTH: On August 13, 1997, the Merger was approved and the plan of merger was adopted by resolutions of the board of directors of the Surviving Parent in a manner prescribed by such corporation's certificate of incorporation and the laws of its state of incorporation.

SIXTH: Approval of the Merger by the shareholders of the Surviving Parent is not required.

SEVENTH: The Surviving Parent hereby agrees that:

A. It promptly shall pay to any dissenting shareholders of Subsidiary the amount to which they are entitled under Florida law (Subsidiary has no shareholders other than the Surviving Parent);

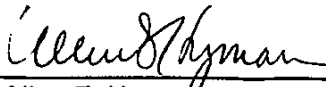
B. The Surviving Parent may be served with process in the State of Florida in any action or proceeding for the enforcement of any obligation of Subsidiary or, to the extent it was amenable to suit in Florida immediately prior to the Merger, the Surviving Parent, and for enforcement of the rights of any dissenting shareholders of Subsidiary against the surviving corporation; and

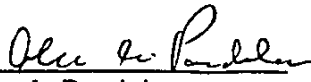
C. The Secretary of State of the State of Florida shall be and hereby is irrevocably appointed as the agent of the Surviving Parent to accept service of process in any such proceeding, such process to be forwarded to the surviving corporation at:

J&H Marsh & McLennan, Inc.
1166 Avenue of the Americas
New York, New York 10036
Attention: Legal Department


IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed as of the 13th day of August, 1997. The undersigned certify the above statements to be true under penalty of perjury.

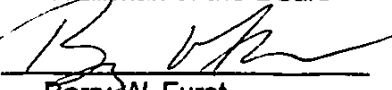
JOHNSON & HIGGINS OF FLORIDA, INC.

By: 
Allen F. Hyman
President

By: 
Alec A. Pandaleon
Secretary

J&H MARSH & McLENNAN, INC.

By: 
A. J. C. Smith
Chairman of the Board

By: 
Barry W. Furst
Secretary

STATE OF Florida

COUNTY OF Dade : SS:

I, Brigid H. Saia, a Notary Public, do hereby certify that on this 13th day of August, 1997, personally appeared before me, Allen F. Hyman, who, being by me first duly sworn, declared that he is the President of Johnson & Higgins of Florida, Inc., a Florida corporation, that being duly authorized, he signed the foregoing document as President of said corporation, and that the statements therein contained are true.



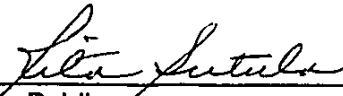
BRIGID H. SAIA
My Comm Exp. 6-6-98
Bonded By Service Ins
No. CC379257

Personally Known Other I.D.

Brigid H. Saia
Notary Public

STATE OF New York
: SS:
COUNTY OF New York

I, RITA SUTULA, a Notary Public, do hereby certify that on this 13th day of AUGUST, 1997, personally appeared before me, A. J. C. Smith, who, being by me first duly sworn, declared that he is the Chairman of the Board of J&H Marsh & McLennan, Inc., a Delaware corporation, that being duly authorized, he signed the foregoing document as President of said corporation, and that the statements therein contained are true.



Notary Public

RITA SUTULA
Notary Public, State of New York
No. 31-4865378
Qualified in New York County
Certificate Filed in New York County
Commission Expires October 5, 1998

OFFICER'S CERTIFICATE

The undersigned Secretary of J&H MARSH & McLENNAN, INC., a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware (the "Corporation"), hereby certifies that on AUGUST 13, 1997, the Articles of Merger annexed hereto and plan of merger incorporated therein were duly adopted and approved by the Board of Directors of the Corporation in accordance with its certificate of incorporation and bylaws.

Dated: August 13, 1997

By: 

Barry W. Furst
Secretary