

Law Offices

HOLLAND & KNIGHT LLP

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Orlando
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St. Petersburg
Tallahassee
Tampa
Washington, D.C.
West Palm Beach

September 22, 1997

VIA FED EX

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Florida Secretary of State
Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, FL 32301

Re: Articles of Merger Between Independent Insurors of Greater St. Petersburg,
Inc. (Corporate #701999) and Upper Pinellas Independent Agents, Inc.
(Corporate #703321) and Name Change

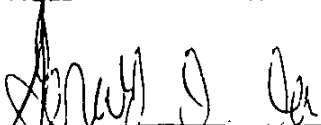
Ladies/Gentlemen:

Enclosed please find an original and one copy of Articles of Merger Between Independent Insurors of Greater St. Petersburg, Inc. and Upper Pinellas Independent Agents, Inc. and Name Change, along with check payable to Secretary of State for \$70.00, representing the filing fee. Please furnish the undersigned with one certified copy of the Articles of Merger upon filing. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your cooperation in this matter. Please call me if you have any questions.

Sincerely,

HOLLAND & KNIGHT LLP


GERALD D. DAVIS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 17 PM 1:47

FILED

GDD/ea
STP-173493
Enclosure


10/17

Morgan + N/C

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

INDEPENDENT INSURORS OF GREATER ST. PETERSBURG, INC., a Florida
corporation, 701999

INTO

UPPER PINELLAS INDEPENDENTS AGENTS, INC. which changed its name to
PINELLAS ASSOCIATION OF INSURANCE AGENTS, INC., a Florida
corporation, 703321.

File date: October 17, 1997

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER BETWEEN
INDEPENDENT INSURORS OF GREATER ST. PETERSBURG, INC.
AND UPPER PINELLAS INDEPENDENT AGENTS, INC.
AND NAME CHANGE**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1101 of the Florida Business Corporation Act, **INDEPENDENT INSURORS OF GREATER ST. PETERSBURG, INC.** ("**ST. PETERSBURG**") and **UPPER PINELLAS INDEPENDENT AGENTS, INC.** ("Survivor") adopt the following Articles of Merger for the purpose of merging **ST. PETERSBURG** into the Survivor, the latter of which is to survive the merger.

ARTICLE I

The Plan of Merger is as follows:

PLAN OF MERGER

INDEPENDENT INSURORS OF GREATER ST. PETERSBURG, INC., a Florida corporation ("**ST. PETERSBURG**"), and **UPPER PINELLAS INDEPENDENT AGENTS, INC.**, a Florida corporation (the "Survivor"), hereby adopt the following plan of merger pursuant to Section 617.1101, Florida Statutes.

- a) The names of each corporation planning to merge are:

**INDEPENDENT INSURORS OF GREATER ST. PETERSBURG, INC.
UPPER PINELLAS INDEPENDENT AGENTS, INC.**

- b) The name of the surviving corporation is to be changed to the following effective with the filing of these Articles of Merger with the Florida Secretary of State.

PINELLAS ASSOCIATION OF INSURANCE AGENTS, INC.

- c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of **ST. PETERSBURG** shall cease and the Survivor shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of **ST. PETERSBURG** without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all obligations of **ST. PETERSBURG**, and neither the rights of the creditors nor any liens on the property of **ST. PETERSBURG** shall be impaired by the merger.

- d) There are no shares outstanding for either corporation.

e) The assets of **ST. PETERSBURG** shall be reported in the accounts of the Survivor at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of **ST. PETERSBURG** and the Survivor shall be, respectively, the stated capital, capital surplus, and earned surplus of the Survivor.

f) Member approval (see attached Exhibit "A").

ARTICLE II

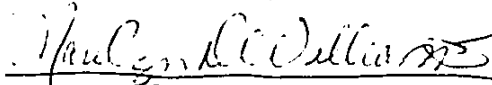
Effective date of the merger shall be June 1, 1997.

ARTICLE III

ST. PETERSBURG adopted the Plan of Merger on *May 12, 1997* by unanimous written consent of the directors pursuant to F.S. Sec. 617.1103(1)(b). The Survivor adopted the Plan of Merger on *May 12, 1997* by written consent of directors pursuant to F.S. Sec. 617.1103(1)(b). A sufficient number of votes of both corporations to approve the merger were obtained.

IN WITNESS WHEREOF, the undersigned have executed this document this 12 day of July, 1997.

August



MARILYN D. WILLIAMS, as President of
**INDEPENDENT INSURORS OF GREATER ST.
PETERSBURG, INC.**

 *vice President 8/12/97*

JAY RICE, as ^{VICE} President of **UPPER
PINELLAS INDEPENDENT AGENTS, INC.**

Mr. Gerald D. Davis
Page Two
October 13, 1997

If you have any further questions, please do not hesitate to contact Scott Gramling at 522-7777, extension 202.

Sincerely,



Marilyn D. Williams
Past President of
Independent Insurors of
Greater St. Petersburg Inc.



Jay Rice
Immediate Past President of
Upper Pinellas Independent Agents Inc.,
President of Pinellas Association of
Insurance Agents

MDW/JR/bf

PINELLAS ASSOCIATION OF INSURANCE AGENTS

1543 Highland Avenue South #273, Clearwater, Florida 33756

Phone: 813-797-5193 -- Fax: 813-797-8605

October 13, 1997

Gerald D. Davis, Atty.
Holland & Knight Attorneys
200 Central Avenue, Ste 1600
P. O. Box 3542
St. Petersburg, FL 33731-3542

Dear Mr. Davis:

It is our understanding that the Secretary of State has put a hold on the acknowledgment of our Articles of Merger between Independent Insurors of Greater St. Petersburg Inc. and Upper Pinellas Independent Agents Inc. Due to the fact that the original Articles did not include information about a shareholder's vote to conduct this merger. Please confirm for the Secretary that this is a non-profit organization and that in lieu of a shareholder's vote, both Boards approached their general membership for authorization to conduct this merger.

I refer you to the wording in our initial Letter of Intent, dated May 12, 1997.

"The general membership of the Independent Insurors of Greater St. Petersburg Inc. voted to empower their Board of Directors to carry on the merger at the 1996 annual meeting in April. The general membership of the Upper Pinellas Independent Agent's Association voted unanimously to empower their Board of Directors to carry on the merger in their general membership meeting in October 1996."

This correspondence is to incorporate the above wording into the Articles of Merger that were signed on August 12, 1997 and subsequently submitted to the Secretary. We look forward to the Secretary's response to this request and final acknowledgment that this Merger is complete.

EXHIBIT "A"

Law Offices

HOLLAND & KNIGHT LLP

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New York	West Palm Beach

October 16, 1997

VIA FED EX

Teresa Brown, Corporate Specialist
Florida Secretary of State
Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, FL 32301

Re: Articles of Merger Between Independent Insurors of Greater St. Petersburg, Inc. (Corporate #701999) and Upper Pinellas Independent Agents, Inc. (Corporate #703321) and Name Change

Dear Ms. Brown:

Enclosed please find the following:

1. Original and one copy of Articles of Merger Between Independent Insurors of Greater St. Petersburg, Inc. and Upper Pinellas Independent Agents, Inc. and Name Change.
2. Copy of your letter dated September 29, 1997.

Please note that provision in Article I, Section (f), Exhibit "A" addresses your concerns.

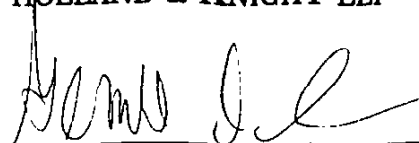
Please furnish the undersigned with one certified copy of the Articles of Merger upon filing. I have enclosed a self-addressed, stamped envelope for your convenience.

Teresa Brown
October 16, 1997
Page 2

Thank you for your cooperation in this matter. Please call me if you have any questions.

Sincerely,

HOLLAND & KNIGHT LLP

A handwritten signature in dark ink, appearing to read "Gerald D. Davis", written over a horizontal line.

GERALD D. DAVIS

GDD/sa
STP-176908
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 29, 1997

GERALD D. DAVIS
HOLLAND & KNIGHT LLP
P.O. BOX 3542
ST. PETERSBURG, FL 33731-3542

SUBJECT: UPPER PINELLAS INDEPENDENTS AGENTS, INC.
Ref. Number: 703321

We have received your document for UPPER PINELLAS INDEPENDENTS AGENTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 497A00047887