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TALLAHASSEE, FLORIDA

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Merges  
OK 4/29

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** USable Life

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Allan W. Horne

(Contact Person)

Dover Dixon Horne PLLC

(Firm/Company)

425 W. Capitol Avenue, Suite 3700

(Address)

Little Rock, AR 72201

(City/State and Zip Code)

For further information concerning this matter, please call:

Allan W. Horne

(Name of Contact Person)

At ( 501 ) 375-9151

(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.

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08 APR 29 PM 1:38  
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TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
USAble Life	Arkansas	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Florida Combined Insurance Agency, Inc.	Florida	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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.

**OR** April / / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 21, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 21, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

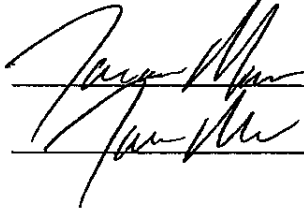
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Florida Combined Insurance Agency, Inc.



Jason D. Mann, President

USable Life

Jason D. Mann, President

\_\_\_\_\_  
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## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (the "Agreement") is made and entered into by and between USABLE Life, an Arkansas insurance company ("USABLE" or the "Surviving Corporation") and Florida Combined Insurance Agency, Inc., a Florida corporation ("FCIA" or the "Merging Corporation") (together the "Constituent Corporations").

### RECITALS

USABLE is the parent entity and owner of all of the issued and outstanding capital of FCIA. The stockholders of each of the Constituent Corporations have determined that it is in the best interest of both USABLE and FCIA that FCIA be merged with and into USABLE, with USABLE to be the Surviving Corporation (the "Merger"). USABLE is an Arkansas corporation and FCIA is a Florida corporation. The Constituent Corporations desire to merge in accordance and in compliance with the laws of the State of Arkansas and Florida, with FCIA being the Merging Corporation and USABLE being the Surviving Corporation of the Merger.

### ARTICLE I THE MERGER

1.1 When the Merger has been duly approved by the Arkansas Insurance Commissioner ("Commissioner") and by the Secretary of State for the State of Florida ("State of Florida") and any and all other requisite approvals have been obtained, the merger of FCIA with and into USABLE shall take place upon the filing of the Articles of Merger with the State of Florida.

1.2 Subject to the terms, provisions and conditions set forth herein, following the Closing, FCIA will merge with and into USABLE and USABLE will be the Surviving Corporation of the Merger. The Merger shall take effect upon the date the Articles of Merger are filed with the State of Florida ("Effective Date"). The separate corporate existence of FCIA shall thereupon cease and FCIA and USABLE shall be a single corporation which shall be USABLE. The corporate existence of USABLE shall continue unaffected and unimpaired with all of its rights, powers, duties, purposes, franchises and licenses as are in existence on the Effective Date. The location of the statutory principal place of business and home office of the Surviving Corporation shall be Little Rock, Arkansas.

1.3 On the Effective Date, USABLE shall succeed to and possess all of the rights, privileges, powers, franchises and immunities and all property, real, personal or mixed, of the Constituent Corporations and shall be subject to all liabilities and duties of the Constituent Corporations so merged. All of the rights of creditors and all liens upon the property of FCIA and USABLE shall be preserved unimpaired and enforceable against USABLE to the same extent as if such debts, liabilities and duties have been incurred or contracted by USABLE.

1.4 From and after the Effective Date, the Articles of Incorporation and Bylaws of USAbLe in effect upon the Effective Date shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

1.5 The officers and directors of USAbLe, on the Effective Date, shall continue to be the officers and directors of USAbLe thereafter.

## ARTICLE II CONDITIONS

2.1 The fulfillment of each of the following conditions is a condition to the Closing of this Agreement and its consummation:

(a) The Agreement and Merger shall have been approved by the Commissioner in accordance with the laws of the State of Arkansas and by the Secretary of State in accordance with the laws of the State of Florida.

(b) This Agreement has been approved by the requisite vote of the shareholders of each of USAbLe and FCIA in accordance with applicable laws. No action, suit or proceeding shall have been instituted or threatened before any Court or other governmental body to enjoin or prohibit the proposed transaction.

## ARTICLE III CLOSING

The Closing shall take place at the office of Dover Dixon Horne PLLC, Little Rock, Arkansas, on a date to be agreed upon by the parties after approval of the merger by the Arkansas Insurance Commissioner and Florida Secretary of State.

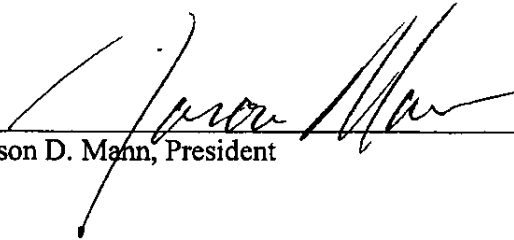
## ARTICLE IV MISCELLANEOUS

4.1 Nothing herein is intended or shall be construed to confer upon or give to any person other than the parties hereto any rights or remedies under or by reason of this Agreement.

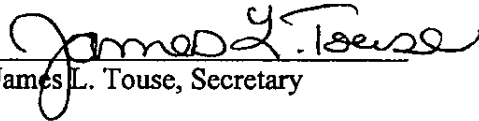
4.2 This Agreement shall be governed by and be construed and enforced in accordance with the laws of the State of Florida and in compliance with the laws of the State of Arkansas.

IN WITNESS WHEREOF, USABLE Life and Florida Combined Insurance Agency, Inc. have caused this Agreement to be executed this 25 day of April, 2008.

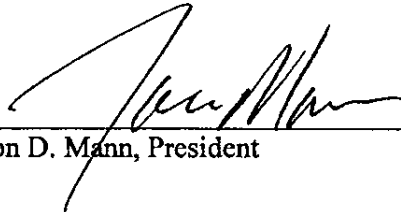
USABLE LIFE

By:   
Jason D. Mann, President

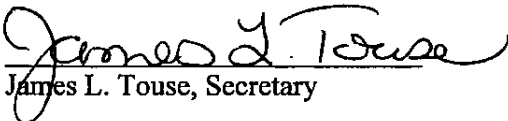
Attest:

  
James L. Touse, Secretary

FLORIDA COMBINED INSURANCE AGENCY, INC.

By:   
Jason D. Mann, President

Attest:

  
James L. Touse, Secretary





CERTIFICATE OF ACTION  
OF THE MAJORITY SHAREHOLDER  
OF  
USABLE LIFE

Life & Specialty Ventures, L.L.C. (the "Majority Shareholder"), being the owner of a majority of the issued and outstanding capital stock of USABLE Life (the "Company"); does hereby waive any and all notices which may be required by: law, the Majority Shareholder's Certificate of Formation and Amended and Restated Limited Liability Company Agreement, and the Company's Articles of Incorporation and the Bylaws; and hereby adopts the following Resolution:

RESOLUTION

BE IT RESOLVED that the Majority Shareholder does hereby approve the Plan and Agreement of Merger ("Agreement") whereby Florida Combined Insurance Agency, Inc. will be merged with and into USABLE Life.

BE IT FURTHER RESOLVED that the officers and Directors of USABLE Life are authorized to do any and all things necessary or appropriate to: consummate and implement the Plan and Agreement of Merger, which is incorporated into this Resolution by reference; execute all documents pertaining thereto; and to take all actions and steps to accomplish the purposes therein stated including, but not limited to, seeking the approval of the regulatory and governmental authorities in the states of Arkansas and Florida and to do any and all things that may be necessary or appropriate to accomplish such purposes.

Dated: April 21, 2008.

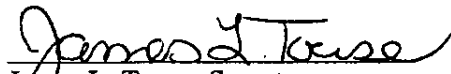
MAJORITY SHAREHOLDER:

Life & Specialty Ventures, L.L.C.

By:

  
\_\_\_\_\_  
Jason D. Mann, Chief Executive Officer

Attest:

  
\_\_\_\_\_  
James L. Touse, Secretary

CERTIFICATE OF ACTION  
OF THE SOLE SHAREHOLDER  
OF  
FLORIDA COMBINED INSURANCE AGENCY, INC.

USable Life (the "Sole Shareholder"), being the owner of all of the issued and outstanding capital stock of Florida Combined Insurance Agency, Inc. (the "Company"), does hereby waive any and all notices which may be required by law, the Articles of Incorporation or the Bylaws of the Sole Shareholder or the Company and hereby adopts the following Resolution:

RESOLUTION

BE IT RESOLVED that the Sole Shareholder does hereby approve the Plan and Agreement of Merger ("Agreement"), which is incorporated into this Resolution by reference, whereby the Company will be merged with and into USable Life.

BE IT FURTHER RESOLVED that the officers and Directors of the Company are authorized to do any and all things necessary or appropriate to: consummate and implement the Agreement; execute all documents pertaining thereto; and to take all actions and steps to accomplish the purposes therein stated including, but not limited to, seeking the approval of the regulatory authorities in the states of Arkansas and Florida and to do any and all things that may be necessary or appropriate to accomplish such purposes.

Dated April 21, 2008.

SOLE SHAREHOLDER:

USABLE LIFE

By: \_\_\_\_\_

Jason D. Mann

Its: Chief Executive Officer

Attest:

By: \_\_\_\_\_

James I. Touse

Its: Secretary