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MERGER OR SHARE EXCHANGE

BB&T Insurance Services, Inc.

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March 1, 08

ARTICLES OF MERGER

The following articles of merger are being 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 and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BB&T Insurance Services, Inc. 3605 Glenwood Avenue - Suite 201 Raleigh, NC 27612	North Carolina corporation	N/A

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SECOND: The name and jurisdiction of each merging corporation:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Hotel Insurance Programs of America, Inc. 1661 Sandspur Road Maitland, FL 32751	Florida	P06000106667

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective at 12:02 A.M. Eastern Time on March 1, 2008.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on February 26, 2008 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors and shareholders of the merging corporation effective March 1, 2008.

[Signature page to follow]

29 th IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger the day of February, 2008.

BB&T INSURANCE SERVICES, INC.

By: 
H. Wade Reece, Chairman and CEO

HOTEL INSURANCE PROGRAMS OF AMERICA, INC.

By: 
H. Wade Reece, President

APPENDIX A

**PLAN OF MERGER
OF
HOTEL INSURANCE PROGRAMS OF AMERICA, INC.
INTO
BB&T INSURANCE SERVICES, INC.**

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Business Corporation Act.

1. Hotel Insurance Programs of America, Inc., a Florida corporation (the "Merging Entity"), shall be merged (the "Merger") into BB&T Insurance Services, Inc., a North Carolina corporation (the "Surviving Entity").

2. The name of the surviving entity shall be BB&T Insurance Services, Inc.

3. At the Effective Time, the outstanding shares of each of the Surviving Entity and the Merging Entity will be converted and exchanged as follows:

(a) Surviving Entity: The outstanding shares of capital stock of the Surviving Entity will not be converted or altered in any manner and will remain outstanding as shares of the Surviving Entity.

(b) Merging Entity: All of the issued and outstanding shares of the capital stock of the Merging Entity shall be canceled, and no consideration shall be paid therefor.

4. The articles of incorporation of the Surviving Entity shall not be amended as a result of the Merger. The articles of incorporation and bylaws of the Surviving Entity, as constituted immediately prior to the Effective Time, shall continue as the articles of incorporation and bylaws of the Surviving Entity after the Effective Time until amended pursuant to applicable law.

5. The Merger shall become effective at 12:02 A.M. Eastern Time on March 1, 2008 (the "Effective Time").

6. The Merger may be terminated at any time prior to the Effective Time by the Merging Entity or the Surviving Entity.

(HIPOA)