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PO10000086586

September 26, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Associated Reinsurance Management Corporation(GA)

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Merger

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	LLC
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Cancellation
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 SEP 26 PM 1:01
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ASSOCIATED REINSURANCE MANAGEMENT CORPORATION, a Georgia
corporation not authorized to transact business in Florida

INTO

ASSOCIATED REINSURANCE MANAGEMENT CORPORATION, a Florida
entity, P01000086586.

File date: September 26, 2001

Corporate Specialist: Annette Ramsey

STATE OF FLORIDA
ARTICLES OF MERGER OF
ASSOCIATED REINSURANCE MANAGEMENT CORPORATION
a Georgia corporation
INTO
ASSOCIATED REINSURANCE MANAGEMENT CORPORATION
a Florida corporation

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101, entitled "Merger," the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and sole shareholder of Associated Reinsurance Management Corporation, a Georgia corporation (the "Merged Corporation"), on September 12, 2001. The Plan of Merger was adopted by the Board of Directors of Associated Reinsurance Management Corporation, a Florida corporation (the "Surviving Corporation"), on September 12, 2001. The approval of the Surviving Corporation's shareholder is not required.

SECOND: The Effective Date of these Articles of Merger shall be the date filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

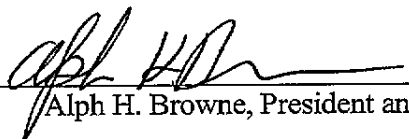
THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger").
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. Immediately prior to the Merger, the sole shareholder of the Merged Corporation was also the sole shareholder of the Surviving Corporation, and as a result of the Merger, the ownership interest of the Surviving Corporation's sole shareholder shall remain the same at the Effective Date of the Merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 12 day of September, 2001.


MERGED CORPORATION:

Associated Reinsurance Management Corporation,
a Georgia corporation

By: 
Alph H. Browne, President and CEO

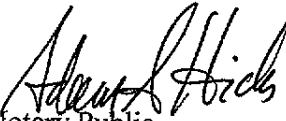
SURVIVING CORPORATION:

Associated Reinsurance Management Corporation,
a Florida corporation

By: 
Alph H. Browne, President and CEO

STATE OF Georgia)
COUNTY OF Hall)

The foregoing instrument was acknowledged before me this 12 day of September, 2001, by Alph H. Browne, who [] is known to me, or who [] provided _____ as identification, and who did take an oath, as President and CEO of Associated Reinsurance Management Corporation, a Georgia corporation, on behalf of said corporation.


Notary Public
Print Name:
My Commission Expires:



STATE OF Georgia)
COUNTY OF Hall)

The foregoing instrument was acknowledged before me this 12 day of September, 2001, by Alph H. Browne, who [] is known to me, or who [] provided _____ as identification, and who did take an oath, as President and CEO of Associated Reinsurance Management Corporation, a Florida corporation, on behalf of said corporation.

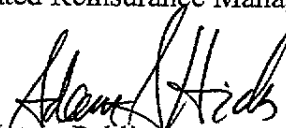

Notary Public
Print Name:
My Commission Expires:



EXHIBIT A PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into this 12th day of September, 2001, by and between Associated Reinsurance Management Corporation, a Georgia corporation (the "Merged Corporation"), and Associated Reinsurance Management Corporation, a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation desires to merge with and into the Surviving Corporation in order to effect a change in the place of organization of the Merged Corporation (hereinafter called the "Merger");

WHEREAS, the Board of Directors of the Merged Corporation deem it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to the applicable provisions of the Florida Business Corporation Act (the "Act") and the Georgia Business Corporation Code (the "Code");

WHEREAS, the parties intend that the Merger qualifies as a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, regarding a change in the place of organization of the Merged Corporation, so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes;

WHEREAS, the Board of Directors deem it advisable that the Surviving Corporation shall be the surviving corporation of the Merger and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the Merger except as set forth herein; and

WHEREAS, this Plan of Merger was approved and adopted by the Board of Directors and sole shareholder of the Merged Corporation and by the Board of Directors of the Surviving Corporation in the manner prescribed by the Act and the Code. The approval of the Surviving Corporation's shareholder is not required.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of the Act and the Code, that the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE

A. The term "Effective Date" shall mean the later of the dates, if not the same, on which the Articles of Merger are filed with the Secretary of State of Georgia and the Secretary of State of Florida.

B. On the Effective Date, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Plan of Merger.

ARTICLE II
ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Date shall, upon the Effective Date, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall, upon the Effective Date, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
BOARD OF DIRECTORS, OFFICERS AND
SHAREHOLDER OF SURVIVING CORPORATION

The Board of Directors, officers and shareholder of the Surviving Corporation in effect immediately prior to the Effective Date shall, upon the Effective Date, be and remain the directors, officers and shareholder of the Surviving Corporation until their successors are elected and qualified or until the shareholder transfers the shareholder's ownership interest in the Surviving Corporation.

ARTICLE V
OWNERSHIP IN THE SURVIVING CORPORATION

Immediately prior to the Merger, the sole shareholder of the Merged Corporation was also the sole shareholder of the Surviving Corporation, and as a result of the Merger, the ownership interest of the Surviving Corporation's sole shareholder shall remain the same at the Effective Date of the Merger.

ARTICLE VI
APPROVAL OF MERGER

This Plan of Merger has been approved by the Board of Directors and sole shareholder of the Merged Corporation and the Board of Directors of the Surviving Corporation. The approval of the Surviving Corporation's shareholder is not required.

ARTICLE VII
ASSIGNMENT

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in the Surviving Corporation the title to any property or rights of the Merged Corporation, or to otherwise carry out the provisions of this Plan of Merger, the proper officers and directors of the Merged Corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in the Surviving Corporation.

ARTICLE VIII
AMENDMENT

At any time before the filing of the Articles of Merger with the Secretary of State of the states of Georgia and Florida to be filed in connection with this Plan of Merger, the directors of the Surviving Corporation may amend this Plan. If the Articles of Merger already have been filed with the respective Secretaries of State, amended Articles of Merger shall be filed with the Secretaries of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE IX
TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of the Surviving Corporation, this Plan of Merger may be terminated at any time before the Effective Date by resolution of the Board of Directors of the Surviving Corporation. On termination as provided in this Plan of Merger, this Plan of Merger shall be void and of no further effect, and there shall be no liability by reason of this Plan of Merger or the termination of this Plan of Merger on the part of the Surviving Corporation or the Merged Corporation, or their directors, officers, employees, agents, or shareholder.

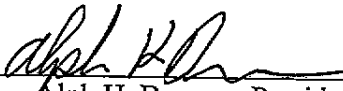
ARTICLE X
EXPENSES

The Surviving Corporation shall pay all expenses of accomplishing the Merger.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

MERGED CORPORATION:

Associated Reinsurance Management Corporation,
a Georgia corporation

By: 
Alph H. Browne, President and CEO

SURVIVING CORPORATION:

Associated Reinsurance Management Corporation,
a Florida corporation

By: 
Alph H. Browne, President and CEO