

P94000038652

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

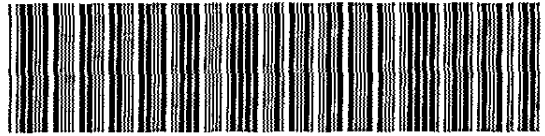
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/13/03--01077--024 **78.75

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FILED
03 OCT 13 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/17
J. M. H. per

NATIONAL INSURANCE UNDERWRITERS, INC.
1108 E. NEWPORT CENTER DRIVE
DEERFIELD BEACH, FLORIDA 33442
954-596-4880

October 10, 2003

State of Florida
Amendment Section
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

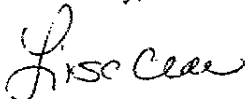
Re: Articles of Merger

To Whom It May Concern:

Please find enclosed documentation of Articles of Merger. We are enclosing an Airborne Envelope and Airbill in order for you to expedite the return of the certified copy requested.

Thank you for your attention in this matter.

Sincerely,



Lisa Clark
Controller

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NATIOANL INSURANCE UNDERWITERS, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ANDREW SMITH

(Name of person)

NATIONAL INSURANCE UNDERWRITERS, INC.

(Name of firm/company)

1108 E. NEWPORT CENTER DR

(Address)

DEERFIELD BEACH, FLORIDA 33442

(City/state and zip code)

For further information concerning this matter, please call:

RICHARD GROSS

(Name of person)

at (

954

) 421-7771

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NATIONAL INSURANCE UNDERWRITERS, INC.	FLORIDA	P94000038652

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NATIONAL PROCESSING CENTER, INC	FLORIDA	P94000075057

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 10 / 01 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 09/25/03.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 09/25/03 and shareholder approval was not required.

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

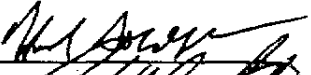
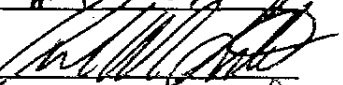
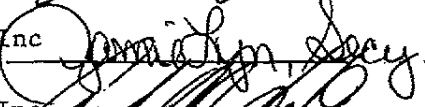
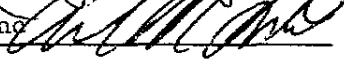
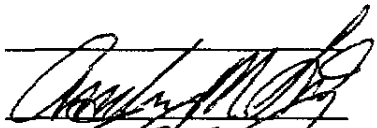
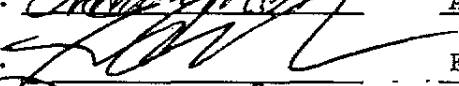
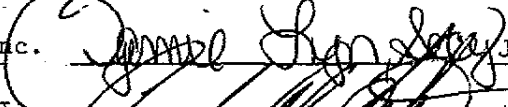
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 09/25/03.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 09/25/03 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>	
National Insurance Underwriters, Inc.		Howard Goldfarb	President
National Insurance Underwriters, Inc.		Andrew Smith	Vice President
National Insurance Underwriters, Inc.		Jamie Lyn	Secretary
National Insurance Underwriters, Inc.		Andrew Smith	Treasurer
National Processing Center, Inc.		Andrew Smith	President
National Processing Center, Inc.		Frank Mennella	Vice President
National Processing Center, Inc.		Jamie Lyn	Secretary
National Processing Center, Inc.		Andrew Smith	Treasurer

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

NATIONAL INSURANCE UNDERWRITERS, Inc. FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

NATIONAL PROCESSING CENTER, INC. FLORIDA

Third: The terms and conditions of the merger are as follows:

Each shareholder of the surviving corporation whose shares were outstanding immediately before the effective date of the merger will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the effective date of the merger

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See next 2 pages
(Attach additional sheets if necessary)

10-1103. Action on plan of merger or share exchange

A. Except as provided in subsection G of this section, after adopting a plan of merger or share exchange, the board of directors of each corporation that is a party to the merger and the board of directors of the corporation whose shares will be acquired in the share exchange shall submit the plan of merger or share exchange for approval by its shareholders.

B. For a plan of merger or share exchange to be approved both:

1. The board of directors shall recommend the plan of merger or share exchange to the shareholders, unless the board of directors determines that because of a conflict of interest or other special circumstances it should not make a recommendation and communicates the basis for its determination to the shareholders with the plan.

2. The shareholders entitled to vote on the plan of merger or share exchange shall approve the plan.

C. The board of directors may condition its submission of the proposed merger or share exchange on any basis.

D. The corporation shall notify each shareholder, whether or not entitled to vote, of the proposed shareholders' meeting at which the plan of merger or share exchange is to be submitted for approval in accordance with section 10-705. The notice shall state that the purpose or one of the purposes of the meeting is to consider the plan of merger or share exchange and shall contain or be accompanied by a copy or summary of the plan.

E. Unless chapters 1 through 17 of this title, the articles of incorporation or the board of directors acting pursuant to subsection C of this section requires a greater vote or a vote by voting groups, the plan of merger or share exchange to be authorized shall be approved by each voting group entitled to vote separately on the plan by a majority of all the votes entitled to be cast on the plan by that voting group.

F. Separate voting by voting groups is required:

1. On a plan of merger if either:

(a) The plan contains a provision that, if contained in a proposed amendment to the articles of incorporation, would require action by one or more separate voting groups on the proposed amendment under section 10-1004.

(b) One or more voting groups are entitled under the articles of incorporation to vote as a voting group on the plan of merger.

2. On a plan of share exchange by each class or series of shares included in the exchange, with each class or series constituting a separate voting group.

G. Unless the articles of incorporation otherwise require, action by the shareholders of the surviving corporation on a plan of merger is not required if all of the following conditions exist:

1. The articles of incorporation of the surviving corporation will not differ, except for amendments enumerated in section 10-1002, from its articles of incorporation before the merger.

2. Each shareholder of the surviving corporation whose shares were outstanding immediately before the effective date of the merger will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the effective date of the merger.

3. The number of voting shares outstanding immediately after the merger, plus the number of voting shares issuable as a result of the merger either by the conversion of securities issued pursuant to the merger or the exercise of rights and warrants issued pursuant to the merger, will not exceed by more than twenty per cent the total number of voting shares of the surviving corporation outstanding immediately before the merger.

4. The number of participating shares outstanding immediately after the merger, plus the number of participating shares issuable as a result of the merger either by the conversion of securities issued pursuant to the merger or the exercise of rights and warrants issued pursuant to the merger, will not exceed by more than twenty per cent the total number of participating shares outstanding immediately before the merger.

H. As used in subsection G of this section:

1. "Participating shares" means shares that entitle their holders to participate without limitation in distributions.

2. "Voting shares" means shares that entitle their holders to vote unconditionally in elections of directors.

I. At any time before the filing of the articles of merger or share exchange, the plan of merger or share exchange may be abandoned, subject to any contractual rights, without further shareholder action, in accordance with the procedure set forth in the plan of merger or share exchange or, if none is set forth, in the manner determined by the board of directors.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE: N/A

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: