

P96000034497

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

400001787254
-04/19/96--01052--009
*****70.00 *****70.00

FILED
APR 19 1996
TALLAHASSEE, FLORIDA
66000034497

ABS Acquisition Company of Florida, Inc.

Profit - Articles

NonProfit

Amendment

Merger

Limited Liability Company

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Reinstatement

Annual Report

Reservation

Other

Change of R.A.

Certified Copy

Photo Copies

Fictitious Name

CUS/ G/S

Call When Ready

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After 4:30

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Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

4/19/96

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66000034497
APR 19 1996
TALLAHASSEE, FLORIDA

CR2E031 (1-89)

SMB
4/19/96

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

FILED
96 APR 19 PM 3:33
TAMPA

ARS Acquisition Company of Florida, Inc.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: ARS Acquisition Company of Florida, Inc.

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: Initial office: 4511 N. Himes Avenue, Ste 265, Tampa, Florida 33614; Mailing Address: 123 N. Wacker Drive, Chicago, Illinois 60606

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

<u>Common</u>	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
<u>Common</u>	<u>None</u>	<u>None</u>	<u>None</u>
_____	_____	_____	_____

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

<u>N/A</u>	_____
_____	_____
_____	_____

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>N/A</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

N/A

SEVENTH: PROVISIONS FOR THE REGUALTION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

N/A

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD,
CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT CORPORATION SYSTEM

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS N/A, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE: N/A

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Arlene Jouchko
123 N. Wacker Drive, 13th Floor
Chicago, IL 60606

FILED
95 APR 19 PM 3:32

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 17th DAY OF April, 19 96

Arlene Jouchko
SIGNATURE/TITLE
Arlene Jouchko/Incorporator

SIGNATURE/TITLE

SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED April 18, 19 96

BY Jeffrey H Terry
JEFFREY H Terry
(TYPE NAME OF OFFICER)

Assistant Secretary
(TITLE OF OFFICER)

1201 HAYS STREET
TALLAHASSEE, FL 32309-2007
901-2-3900
901-2-3901

800-144-8086

P96 0000 34497



ACCOUNT NO. 072100000032

REFERENCE : 963979 5315A

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$175.00

ORDER DATE : May 23, 1996

ORDER TIME : 9:36 AM

ORDER NO. : 963979

600001837146

CUSTOMER NO: 5315A

CUSTOMER: Don Weinbren, Esq
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

ARTICLES OF MERGER

JOSEPH U. MOORE, INC.

INTO

ARS ACQUISITION COMPANY OF
FLORIDA, INC.

FILED
96 MAY 23 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

no record

1096-1108
Merger

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY- TWO CERTIFIED COPIES
_____ PLAIN STAMPED COPY

PP
5/24

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandria B. Morham
Secretary of State

May 23, 1996

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
LORI R. DUNLAP
TALLAHASSEE, FL 32301

SUBJECT: ARS ACQUISITION COMPANY OF FLORIDA, INC.
Ref. Number: P96000034497

We have received your document for ARS ACQUISITION COMPANY OF FLORIDA, INC. and the authorization to debit your account in the amount of \$175.00. However, the document has not been filed and is being returned for the following:

THERE IS NO RECORD OF THE ENTITY "JOSEPH U. MOORE, INC." ON OUR FILES.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 696A00025949

INDEXED!

MOORE - Joseph U. - Inc.

Ch.# 190511

Filed: 1-26-56

X Please file ASAP.

**ARTICLES OF MERGER
OF
ARS ACQUISITION COMPANY OF FLORIDA, INC.
AND
JOSEPH U. MOORE, INC.**

**FILED
MAY 23 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned corporations, both organized and existing under the laws of the State of Florida, pursuant to Section 607.1105 of the Florida Business Corporation Act, hereby adopt the following Articles of Merger for the purpose of merging Joseph U. Moore, Inc., a Florida corporation, with and into ARS Acquisition Company of Florida, Inc., a Florida corporation (which corporations are sometimes collectively referred to herein as the "Constituent Corporations").

ARTICLE 1

Upon the Effective Date (as defined in paragraph 5.3 of Article 5 below), Joseph U. Moore, Inc. (the "Merging Corporation") shall be merged with and into ARS Acquisition Company of Florida, Inc. (the "Surviving Corporation"), and, in connection with such transaction (the "Merger"), the separate existence of the Merging Corporation shall cease, and the corporate franchises, existence, rights and obligations of the Merging Corporation shall be merged with and into the Surviving Corporation. The identity, existence, purposes, powers, objects, franchises, privileges, rights, immunities and obligations of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The Surviving Corporation shall, from and after the Effective Date, possess all of the rights, privileges, powers, franchises and obligations of whatsoever nature and description, of a public as well as of a private nature, of the Merging Corporation and of the Surviving Corporation

ARTICLE 2

The manner and the basis of converting the outstanding shares of capital stock of the Constituent Corporations into the capital stock of the Surviving Corporation in the Merger, on the basis of fair values assigned to such outstanding shares, shall be as follows:

2.1 Each share of the common capital stock of ARS Acquisition Company of Florida, Inc. that was issued and outstanding immediately prior to the Merger shall remain issued and outstanding upon the effectiveness of the Merger as an identical share of the common capital stock of the Surviving Corporation.

2.2 Upon the effectiveness of the Merger, all of the issued and outstanding shares of the common capital stock of Joseph U. Moore, Inc., by virtue of the Merger and without further action on the part of the holder thereof, shall be converted into a right to receive the number of shares of the common capital stock of Aon Corporation, a Delaware corporation and the parent corporation

of the Surviving Corporation ("Aon"), that is equal to: (1) 45,650 shares plus (2) an additional number of shares that is determined by dividing: (x) the amount, if any, by which the stockholder's equity of the Merging Corporation (computed on the basis of generally accepted accounting principles consistently applied) as of the Effective Date exceeds \$100,000.00, provided that the Merging Corporation has working capital on the Effective Date of at least \$100,000.00 (which amount shall be referred to as the "Excess"), by (y) \$52,575. For these purposes, the rights to the number of shares of Aon stock described in the preceding sentence shall be referred to as the "Merger Consideration." If, the calculation described in this paragraph 2.2 results in there being no Excess, then the total Merger Consideration shall consist of 45,650 shares of Aon stock.

2.3 In computing the Merger Consideration, no fractional share or shares of Aon, and no certificate or certificates or scrip therefor, will be issued. In the event that the calculation of the aggregate number of shares of Aon stock deliverable to and for the account of any former holder of the common capital stock of the Merging Corporation would otherwise result in such holder being entitled to a fraction of a share, the number of shares shall be increased to the next higher full share of Aon stock.

2.4 On the Effective Date (as defined in paragraph 5.3 of Article 5 below), each holder of a certificate or certificates representing outstanding shares of common stock of the Merging Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of whole shares of the securities of Aon that constitutes the Merger Consideration determined pursuant to this Article.

ARTICLE 3

The terms and conditions of the Merger are as follows:

3.1 The Articles of Incorporation of ARS Acquisition Company of Florida, Inc., as in effect prior to the Effective Date (as defined in paragraph 5.3 of Article 5 below) and as amended pursuant to Article 4 below, shall be the Articles of Incorporation of the Surviving Corporation, until further altered, amended or repealed as provided therein.

3.2 Until altered, amended or repealed as provided therein, the by-laws of ARS Acquisition Company of Florida, Inc., as in effect on the Effective Date, shall be the by-laws of the Surviving Corporation.

3.3 Until altered by the stockholders or directors, as the case may be, the directors and officers of ARS Acquisition Company of Florida, Inc. shall continue to serve as the directors and officers of the Surviving Corporation; provided, however, that the stockholders of the Surviving Corporation shall appoint James M. Moore to the Board of Directors of the Surviving Corporation, effective on the Effective date. The directors and officers shall hold their respective offices until their

respective successors shall have been elected and qualified, unless they earlier die, resign or are removed.

3.4 If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Merging Corporation and the Surviving Corporation, the proper officers and directors of the Merging Corporation (as they were constituted prior to the Merger) shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of the Merger.

ARTICLE 4

4.1 In connection with the Merger, the existing Articles of Incorporation of the Surviving Corporation are to be amended as set forth below in this Article 4, the purpose of such amendment being to change the name of the Surviving Corporation to "Joseph U. Moore, Inc."

4.2 As of the Effective Date (as defined in paragraph 5.3 of Article 5 below), the provisions of Article ~~1.2~~ of the Articles of Incorporation of the Surviving Corporation shall be deleted in their entirety and the following inserted in lieu thereof:

"Article ~~FIRST~~

Name

The name of this corporation shall be:

JOSEPH U. MOORE, INC."

ARTICLE 5

5.1 These Articles and the Merger contemplated hereunder were authorized and approved by the Boards of Directors of: (1) the Merging Corporation by the unanimous written consent of all directors of such corporation on May ~~23~~²⁴, 1996, and (2) the Surviving Corporation by the unanimous written consent of all directors of such corporation on May ~~23~~²⁴, 1996.

5.2 After approval by the Boards of Directors of the Constituent Corporations, these Articles and the Merger contemplated hereunder were authorized and approved by: (1) the written

consent of the sole stockholder of the Merging Corporation on May 23rd, 1996, and (2) the written consent of the sole stockholder of the Surviving Corporation on May 23rd, 1996.

5.3 The Merger shall be effective with the opening of business on the date (the "Effective Date") upon which these Articles of Merger are approved and accepted for filing by the Office of the Secretary of State of the State of Florida, all fees and taxes required by the laws of the State of Florida having been paid at that time.

ARTICLE 6

In order to facilitate the filing and recording of these Articles of Merger, the same may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles of Merger to be executed and acknowledged in accordance with the laws of the State of Florida on the dates indicated below.

JOSEPH U. MOORE, INC.

Date: May 23, 1996

By: _____

James M. Moore, President

ARS ACQUISITION COMPANY OF FLORIDA, INC.

Date: May 23, 1996

By: _____

Its: _____

(Print Name and Title)

consent of the sole stockholder of the Merging Corporation on May 23, 1996, and (2) the written consent of the sole stockholder of the Surviving Corporation on May 23, 1996.

5.3 The Merger shall be effective with the opening of business on the date (the "Effective Date") upon which these Articles of Merger are approved and accepted for filing by the Office of the Secretary of State of the State of Florida, all fees and taxes required by the laws of the State of Florida having been paid at that time.

ARTICLE 6

In order to facilitate the filing and recording of these Articles of Merger, the same may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles of Merger to be executed and acknowledged in accordance with the laws of the State of Florida on the dates indicated below.

JOSEPH U. MOORE, INC.

Date: May 23, 1996

By: _____
James M. Moore, President

ARS ACQUISITION COMPANY OF FLORIDA, INC.

Date: May 23, 1996

By: Richard A. McKean
Its: Vice President & Assistant Secretary

P 9600034497



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

JOSEPH U. MOORE, INC., a Florida corporation, document number 190511

INTO

ARS ACQUISITION COMPANY OF FLORIDA, INC. which changed its name to
JOSEPH U. MOORE, INC., a Florida corporation, P96000034497

File date: May 23, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 175.00