

150616

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

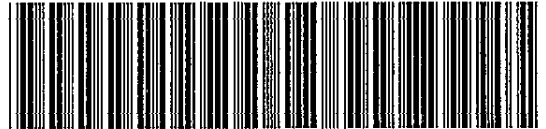
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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merger

RECEIVED
03 JUL 29 PM 4:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 JUL 29 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 186848 7363511
AUTHORIZATION : *Patricia Pizutto*
COST LIMIT : \$ 245.00

ORDER DATE : July 29, 2003

ORDER TIME : 3:09 PM

ORDER NO. : 186848-005

CUSTOMER NO: 7363511

CUSTOMER: Ms. Jennifer Hayes
Brown & Brown Insurance, Inc.
Suite 1700
401 E. Jackson Street
Tampa, FL 33602

ARTICLES OF MERGER

FINWALL & ASSOCIATES
INSURANCE, INC.

INTO

B&B INSURANCE SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
(Profit Corporations)

FILED
03 JUL 28 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
B&B Insurance Services, Inc.	Florida	150616

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Finwall & Associates Insurance, Inc.	Florida	F50991
Spencer & Associates, Inc.	Florida	S00764
Rankin & Rankin, Inc.	Florida	467380
The Benefit Group, Inc.	Florida	V61962
Signature Insurance Group, Inc.	Florida	484591
The Connelly Insurance Group, Inc.	Florida	H61810

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 _____ / _____ / _____ (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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on July 31, 2003 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on July 31, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION



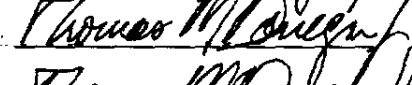

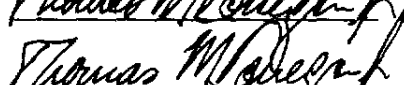
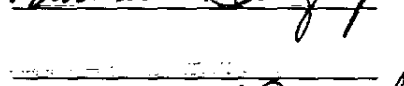
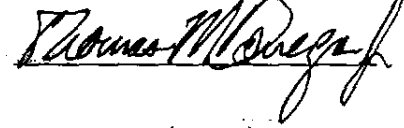
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
B&B Insurance Services, Inc		Thomas M. Donegan, Jr., Vice President
Finwall & Associates, Inc.		Thomas M. Donegan, Jr., Vice President
Spencer & Associates, Inc.		Thomas M. Donegan, Jr., Vice President
Rankin & Rankin, Inc.		Thomas M. Donegan, Jr., Vice President
The Benefit Group, Inc.		Thomas M. Donegan, Jr., Vice President
Signature Insurance Group, Inc.		Thomas M. Donegan, Jr., Vice President
The Connelly Insurance Group, Inc.		Thomas M. Donegan, Jr., Vice President

EXHIBIT "A"

PLAN OF MERGER

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:

<u>Name</u>	<u>Jurisdiction</u>
B&B Insurance Services, Inc. ("B&B")	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Finwall & Associates, Inc.	Florida
Spencer & Associates, Inc.	Florida
Rankin & Rankin, Inc.	Florida
The Benefit Group, Inc.	Florida
Signature Insurance Group, Inc.	Florida
The Connelly Insurance Group, Inc.	Florida

(referred to collectively as the "Merging Companies").

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

A. Upon the filing of these Articles of Merger with the Florida Secretary of State (the "**Effective Time**"), Merging Companies shall be merged with and into B&B. As a result of the merger, the separate existence of Merging Companies shall cease and B&B shall continue as the surviving corporation of the merger.

B. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, the identity, all of the property (whether real, personal or mixed), rights, privileges, powers, immunities, franchises, debts, liabilities and duties of Merging Companies shall be merged with, fully vest in and become the rights, privileges, powers, immunities, franchises, debts, liabilities and duties of B&B and the separate existence of Merging Companies shall cease.

C. At the Effective Time, the Articles of Incorporation and the Bylaws of B&B shall be the Articles of Incorporation and Bylaws in effect.

D. At the Effective Time, the directors of the B&B shall be the directors to hold office in accordance with the Articles of Incorporation and Bylaws of B&B, until their successors are duly elected or appointed and qualified. Also at the Effective Time, the officers of B&B shall be the officers after the Effective Time, in each case until their respective successors are duly elected or appointed and qualified.

E. From and after the filing of these Articles of Merger, each share of the capital stock of Merging Companies shall be canceled and retired. Each outstanding share of B&B common stock shall remain unchanged and outstanding.