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NO. 866 IP. 1 of 1

281416

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

LIBERTY AMERICAN INSURANCE SERVICES, INC.

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Merger
09/30/08 DC

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Liberty American Insurance Services, Inc.	Florida	281416

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Liberty American Premium Finance Company	Florida	H85190
Liberty American Insurance Agency, Inc.	Florida	220531

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 after merger file date.)

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 September 26, 2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 September 26, 2008

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

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Liberty American Insurance Services, Inc.

Liberty American Premium Finance Company

Liberty American Insurance Agency, Inc.

CRAB P. KELLER, Director, EYP, Secretary TREAS

CRATO P. VELLEN, Director, FVP, Secretary & Treasurer

Charles P. Keller, Director, EVP, Secretary & Treasurer

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is entered into as of this ^{26th} day of September, 2008, among Liberty American Insurance Services, Inc., a Florida corporation ("LAIS"), Liberty American Premium Finance Company, a Florida corporation ("LAPF"), and Liberty American Insurance Agency, Inc., a Florida corporation ("LAIA," and together with LAPF, the "Specified Corporations").

WITNESSETH

WHEREAS, the Board of Directors of each of the Specified Corporations and LAIS has approved and adopted this Agreement and Plan of Merger and has recommended this Agreement and Plan of Merger to the sole shareholder of each of the Specified Corporations and LAIS for approval; and

WHEREAS, the sole shareholder of each of the Specified Corporations and LAIS has approved and adopted this Agreement and Plan of Merger pursuant to which each of the Specified Corporations shall merge with and into LAIS, with LAIS as the surviving corporation (the "Surviving Corporation"), in the manner and upon the terms and conditions set forth herein (the "Merger").

NOW THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof, and in consideration of the mutual covenants and agreements contained herein, the parties hereto, intending to be legally bound, hereby agree as follows:

1. LAIA and LAPF shall be merged with and into LAIS.
2. The separate existence of each Specified Corporation shall cease upon the effective date of the Merger, which shall be when the Articles of Merger relating to the Merger shall be filed with the Florida Department of State.
3. After the effective date of the Merger, LAIS shall continue its existence as the Surviving Corporation. By virtue of the Merger, all of the property (if any) of each of the Specified Corporations shall be deemed to be vested in and belong to the Surviving Corporation, and the Surviving Corporation shall be responsible for all of the liabilities (if any) of each of the Specified Corporations.
4. On the effective date of the Merger, the Articles of Incorporation of LAIS in effect immediately before the Merger shall be the Articles of Incorporation of LAIS until thereafter changed or amended as provided therein or by law.
5. On the effective date of the Merger, the Bylaws of LAIS as in effect immediately before the Merger shall be the Bylaws of LAIS until thereafter changed or amended as provided therein or by law.
6. All of the shares of each Specified Corporation issued and outstanding immediately before the Merger shall not be converted in any manner, nor shall any cash, securities, obligations of the Surviving Corporation or any other consideration be paid or issued

therefor, and each such share which is issued and outstanding as of the effective date of the Merger shall be cancelled.

7. None of the shares of LAIS issued and outstanding immediately before the Merger shall be converted in any manner, but each said share which is issued as of the effective date of the Merger shall continue to represent one issued share of LAIS.

8. Each officer of the Specified Corporations and LAIS is authorized to execute whatever certificates and documents are required by the laws of the State of Florida to effect the Merger, and to cause certain documents to be filed (to the extent such filing is required) in the manner provided by law, and each such officer is authorized to do all things whatsoever which may be necessary or appropriate to effect the Merger.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date first above written.

LIBERTY AMERICAN INSURANCE
SERVICES, INC.

By 

Title: *EV P. Secretary & Treasurer*

LIBERTY AMERICAN PREMIUM
FINANCE COMPANY

By 

Title: *EV P. Secretary, Treasurer*

LIBERTY AMERICAN INSURANCE
AGENCY, INC.

By 

Title: *EV P. Secretary, Treasurer*