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April 25, 2002

FILED
02 APR 26 13:21-7
2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Florida Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, Florida 32399

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-04/23/02--01055--024
*****78.75 *****78.75

Re: Financial Insurance Consultants, Inc.

Dear Sir/Madam:

Enclosed is original Articles of Merger with attached Plan of Merger for the referenced corporation. Financial Insurance Consultants, Inc. is a Florida corporation being merged into First Insurance Consultants, Inc., a Louisiana corporation. First Insurance Consultants, Inc. a Louisiana corporation will be the surviving corporation

Please file the enclosed Articles of Merger and return a certified copy to us in the enclosed self-addressed envelope. It is our understanding that these Articles of Merger will be effective the date received by your office (April 26, 2002), and as a result of this filing Financial Insurance Consultants, Inc. is not required to file a 2002 Uniform Business Report due May 1, 2002.

*Merger
T. Lewis 5/1/02*

Florida Secretary of State
April 25, 2002
Page 2

Also enclosed is my firm's check in the amount not to exceed \$100.00. Please fill in the amount required by your office to file this merger and return the pink copy of the check along with the requested certified copy at your earliest convenience. If you have any questions or require any further information, please let us know.

Very truly yours,

PHELPS DUNBAR LLP

A handwritten signature in black ink, appearing to read 'P. Ragan Richard', with a stylized, looping flourish at the end.

P. Ragan Richard

Enclosure

ARTICLES OF MERGER
Merger Sheet

MERGING:

FINANCIAL INSURANCE CONSULTANTS, INC., a Florida entity, 533652.

INTO

FIRST INSURANCE CONSULTANTS, INC.. a Louisiana entity not qualified in
Florida

File date: April 26, 2002

Corporate Specialist: Thelma Lewis

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:

Name

Jurisdiction

First Insurance Consultants, Inc. Louisiana

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Financial Insurance Consultants, Inc. Florida

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 April 22, 2002.

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 April 22, 2002.

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)

FILED
02 APR 26 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

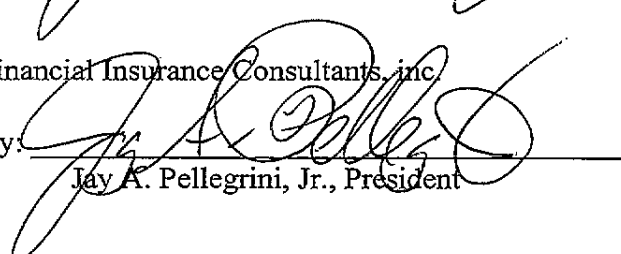
First Insurance Consultants, Inc.

By:


Jay A. Pellegrini, Jr., President

Financial Insurance Consultants, inc.

By:


Jay A. Pellegrini, Jr., President

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

First Insurance Consultants, Inc.

Louisiana

Second: The name and jurisdiction of each merging corporation:

Name

Financial Insurance Consultants, Inc.

Florida

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

See attached copy of Agreement and Plan of 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 attached copy of Agreement and Plan of Merger

(Attach additional sheets if necessary)

**Agreement and Plan of Merger
of
Financial Insurance Consultants, Inc.
into
First Insurance Consultants, Inc.**

This Agreement and Plan of Merger (this "**Merger Agreement**") is made and entered into as of this 22 day of April, 2002, between Financial Insurance Consultants, Inc., a Florida business corporation ("**Financial**"), and First Insurance Consultants, Inc., a Louisiana business corporation ("**First**").

WHEREAS, the respective Boards of Directors of Financial and First (collectively called the "**Merging Corporations**") deem it advisable that Financial be merged with and into First (the "**Merger**"), as provided in this Merger Agreement.

WHEREAS, the respective Boards of Directors of the Merging Corporations desire to enter into this Merger Agreement subject to such approval as may be required by law or contract, to effect the Merger, all in accordance with the provisions of this Merger Agreement.

NOW THEREFORE, in consideration of the mutual benefits to be derived from this Merger Agreement and the Merger, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as defined in Section 2 hereof): (i) Financial will be merged with and into First; (ii) First will continue to be a Louisiana business corporation and its business will be conducted at the location from which First conducted business immediately prior to the Effective Time; (iii) the Articles of Incorporation of First will be the Articles of Incorporation of Financial; (iv) the directors and officers of First will be the directors and officers of Financial, and (v) the name of Financial shall thereafter be First Insurance Consultants, Inc.
2. Effective Time. The Merger will become effective at the time the Certificate of Merger has been recorded by the respective secretaries of state as provided by the applicable laws of the Florida Business Corporations Act and LSA R. S. 12:114 A (the "Effective Time").
3. Cancellation of Capital Stock of Merger Corp. At the Effective Time, by virtue of the Merger, all shares of the capital stock of Financial will be canceled.
4. Capital Stock of the Surviving Corporation. The shares of the capital stock of First, issued and outstanding immediately prior to the Effective Time will, at the Effective Time, be the issued and outstanding capital stock of Financial, and no additional shares of First will be issued as a result of the Merger.
5. Assets and Liabilities of the Merging Corporations. At the Effective Time, the corporate existence of Financial will be merged into and continued in First, the surviving corporation, and such surviving corporation will be deemed to be the same corporation as First. All rights, franchises, and interests of Financial in and to every type of property (real, personal and mixed) and causes of action will be transferred to and vested in the surviving corporation by virtue of the Merger without any deed or other transfer. The surviving corporation, upon the Merger and

without any order or other action on the part of any court or otherwise, will hold and enjoy all rights of property, franchises, and interests, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by Financial at the time of the Merger. The surviving corporation will, from and after the Effective Time, be liable for all liabilities of Financial.

6. Shareholder Approval; Conditions; Filing. This Merger Agreement will be submitted to the shareholders of Financial for ratification and confirmation in accordance with applicable provisions of law. If the shareholders of Financial ratify and confirm this Merger Agreement, then the fact of such approval will be certified hereon by the Secretary of Financial, and this Merger Agreement, so approved and certified, will, as soon as is practicable, be signed and acknowledged by the President of Financial. As soon as may be practicable thereafter, a Certificate of Merger evidencing this Merger Agreement, will be delivered to the secretary of state for filing in the manner required by law.

7. Miscellaneous. This Merger Agreement may, at any time prior to the Effective Time, be amended or terminated. This Merger Agreement may be executed in counterparts, each of which will be deemed to constitute an original. This Merger Agreement will be governed and interpreted in accordance with federal law and the internal laws and the choice of law rules of the State of Louisiana. The headings in this Merger Agreement are inserted for convenience only and are not intended to be a part of or to affect the meaning or interpretation of this Merger Agreement.

Execution by Financial Insurance Consultants, Inc.

Considering the approval of this Merger Agreement by the shareholders of Financial Insurance Consultants, Inc., as certified below, and by the Board of Directors of Financial Insurance Consultants, Inc., this Merger Agreement is executed by such corporation, acting through its President, this 22 day of April, 2002.

Financial Insurance Consultants, Inc.

By:

Name:

Title: President

Attest:

Secretary


**Certificate of Secretary of
Financial Insurance Consultants, Inc.**

I hereby certify that I am the duly elected Secretary of Financial Insurance Consultants, Inc., a Florida business corporation, presently serving in such capacity and that the foregoing Merger Agreement was, in the manner required by law, duly approved, without alteration or amendment, by the shareholder(s) of Financial Insurance Consultants, Inc.

Certificate dated April 22, 2002.

Financial Insurance Consultants, Inc.

By:



Name: Gabe Pellegrini
Title: Secretary

Execution by First Insurance Consultants, Inc.

Considering the approval of this Merger Agreement by the shareholders of First Insurance Consultants, Inc., as certified below, and by the Board of Directors of First Insurance Consultants, Inc., this Merger Agreement is executed by such corporation, acting through its President, this 22 day of April, 2002.

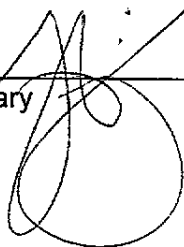
First Insurance Consultants, Inc.

By:


Name: Jay D. Pellegrini, Jr.
Title: President

Attest:

Secretary



**Certificate of Secretary of
First Insurance Consultants, Inc.**

I hereby certify that I am the duly elected Secretary of First Insurance Consultants, Inc., a Louisiana business corporation, presently serving in such capacity and that the foregoing Merger Agreement was, in the manner required by law, duly approved, without alteration or amendment, by the shareholder(s) of First Insurance Consultants, Inc.

Certificate dated April 22, 2002.

First Insurance Consultants, Inc.

By: _____

Name: Graig Pellegrini
Title: Secretary

**Acknowledgment as to
First Insurance Consultants, Inc.**

State of Louisiana)

Parish of St. Tammany)

BEFORE ME, the undersigned authority, personally came and appeared Graig Pellegrini, Jr. who, being duly sworn, declared and acknowledged before me that he is the President of First Insurance Consultants, Inc. and that in such capacity he was duly authorized to and did execute the foregoing Merger Agreement on behalf of such corporation, for the purposes therein expressed and as his and such corporation's free act and deed.

Graig Pellegrini, Jr.
President

Sworn to and subscribed before me
this 22 day of April, 2002.

NOTARY PUBLIC

**Acknowledgment as to
Financial Insurance Consultants, Inc.**

State of Louisiana)
)
Parish of St. Tammany)

BEFORE ME, the undersigned authority, personally came and appeared Jay A. Pellegri, Jr. who, being duly sworn, declared and acknowledged before me that he is the President of Financial Insurance Consultants, Inc. and that in such capacity he was duly authorized to and did execute the foregoing Merger Agreement on behalf of such corporation, for the purposes therein expressed and as his and such corporation's free act and deed.



President

Sworn to and subscribed before me
this 22 day of April, 2002.



NOTARY PUBLIC

**Certificate of Merger
of
Financial Insurance Consultants, Inc.
With And Into
First Insurance Consultants, Inc.**

The undersigned corporations, acting pursuant to 607.1101 of Chapter 607 of Title XXXVI of the Florida General Corporation Law and Louisiana Revised Statute 12:112, hereby certify as follows:

First: That the name and state of incorporation of each of the constituent corporations is as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|---------------------------------------|-------------------------------|
| First Insurance Consultants, Inc. | Louisiana |
| Financial Insurance Consultants, Inc. | Florida |

Second: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the parties in accordance with the requirements of 607.1101 of Chapter 607 of Title XXXVI of the Florida General Corporation Law and Louisiana Revised Statute 12:112.

Third: That the Surviving Corporation of the merger is First Insurance Consultants, Inc. (the "Surviving Corporation").

Fourth: That the Articles of Incorporation of First Insurance Consultants, Inc. shall operate in full force and effect as the charter document of the Surviving Corporation until the same shall be further altered, amended or repealed as provided therein or in accordance with law.

Fifth: That the executed Agreement of Merger is on file at the office of the Surviving Corporation, located at 72060 Ramos Avenue, Covington, LA 70433.

Sixth: That a copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either party to the merger.

Seventh: This Certificate of Merger shall be effective upon its filing with the Secretaries of State of the States of Florida and Louisiana.

This Certificate of Merger is executed by First Insurance Consultants, Inc., acting through its President, Jay A. Pellegrini, Jr., on the date indicated below.

First Insurance Consultants, Inc.

ATTEST: _____

Secretary

By: _____

President

DATED: April 22, 2002

This Certificate of Merger is executed by Financial Insurance Consultants, Inc., acting through its President, Jay A. Pellegrini, Jr., on the date indicated below.

Financial Insurance Consultants, Inc.

ATTEST: _____

Secretary

By: _____

President

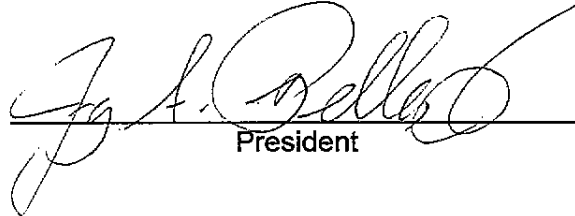
DATED: April 22, 2002

**Acknowledgment as to
First Insurance Consultants, Inc.**

State of Louisiana

Parish of St. Tammany

BEFORE ME, the undersigned authority, personally came and appeared Ly A. Elmaghrabi, Jr. who, being duly sworn, declared and acknowledged before me that he is the President of First Insurance Consultants, Inc. and that in such capacity he was duly authorized to and did execute the foregoing Certificate of Merger on behalf of such corporation, for the purposes therein expressed, as his and such corporation's free act and deed, and that the facts stated therein are true.



President

Sworn to and subscribed before me
this 22 day of April, 2002.



NOTARY PUBLIC

[SEAL]

**Acknowledgment as to
Financial Insurance Consultants, Inc.**

State of Louisiana

Parish of St. Tammany

BEFORE ME, the undersigned authority, personally came and appeared Thy A. Pellegrini Jr. who, being duly sworn, declared and acknowledged before me that he is the President of Financial Insurance Consultants, Inc. and that in such capacity he was duly authorized to and did execute the foregoing Certificate of Merger on behalf of such corporation, for the purposes therein expressed, as his and such corporation's free act and deed, and that the facts stated therein are true.



President

Sworn to and subscribed before me
this 22 day of April, 2002.



NOTARY PUBLIC

[SEAL]