

558758

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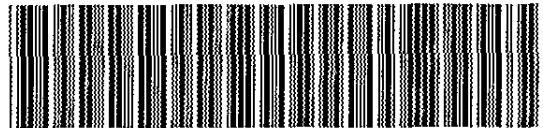
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 374028 4305389

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 60.00

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TALLAHASSEE, FLORIDA

ORDER DATE : December 23, 2003

ORDER TIME : 8:13 AM

ORDER NO. : 374028-010

CUSTOMER NO: 4305389

CUSTOMER: Ms. Sindy Kelsick
Drinker Biddle & Reath Llp
500 Campus Drive

Florham Park, NJ 07932-1047

ARTICLES OF MERGER

INDEPENDENCE INSURANCE &
INVESTMENT, LLC

INTO

USA INSURANCE GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Independence Insurance & Investments, LLC</u> <u>158 North Harbor City Boulevard</u> <u>Melbourne, Florida 32935</u>	<u>Florida</u>	<u>Limited Liability Company</u>
Florida Document/Registration Number: <u>L03000000097</u>		FEI Number: <u>None</u>
2. <u>USA Insurance Group, Inc.</u> <u>158 North Harbor City Boulevard</u> <u>Melbourne, Florida 32935</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>558758</u>		FEI Number: <u>591796755</u>
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
USA Insurance Group, Inc. 158 North Harbor City Boulevard Melbourne, Florida 32935	Florida	Corporation

Florida Document/Registration Number: 558758 FEI Number: 591796755

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

December 31, 2003

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Independence Insurance &
Investments, LLC

Signature(s)

14 9 Dec

Typed or Printed Name of Individual

Kevin J. Dell Executive Vice President
USA Insurance Group, Inc.
Solo member

USA Insurance Group, Inc.

169 Dull

Kevin J. Dell, Executive Vice President

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Independence Insurance & Investment, LLC	Florida

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SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
USA Insurance Group, Inc.	Florida

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

SEE EXHIBIT A ATTACHED HERETO

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

SEE EXHIBIT B ATTACHED HERETO

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

SEE EXHIBIT C ATTACHED HERETO

(Attach additional sheet(s) if necessary)

EXHIBIT A
to the Plan of Merger

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

1. **The Merger.** Subject to the terms and conditions of this Plan of Merger (the "**Plan**"), at the Effective Time (as hereinafter defined), in accordance with this Plan, the Florida Business Corporation Act (the "**FBCA**"), and the Florida Limited Liability Company Act (the "**LLC Act**"), Independence Insurance & Investments, LLC (the "**Merging Entity**") shall be merged with and into USA Insurance Group, Inc. ("**USAIG**" or the "**Surviving Corporation**"), the separate existence of the Merging Entity (except as it may be continued by operation of law) shall cease, and USAIG shall continue as the surviving corporation under the name USA Insurance Group, Inc., unless and until the Articles of Incorporation of the Surviving Corporation shall be further amended to change the name of the Surviving Corporation.
2. **Effect of the Merger.** Upon the effectiveness of the merger, the Surviving Corporation shall succeed to and assume all the rights and obligations of the Merging Entity and USAIG in accordance with the FBCA and the LLC Act, and the Merger shall otherwise have the effects set forth in Section 607.11101 of the FBCA and Section 608.4383 of the LLC Act.
3. **Effective Time of the Merger.** The merger shall be effective on December 31, 2003, as specified in the Articles of Merger (the time of such effectiveness being the "**Effective Time**").

EXHIBIT B
to the Plan of Merger

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The presently outstanding interests, shares, obligations or other securities of the Merging Entity, all of which are owned by the Surviving Corporation, shall be surrendered and cancelled and *shall not be converted or exchanged in any manner.*

EXHIBIT C
to the Plan of Merger

EIGHTH: Other provisions, if any, relating the merger:

1. The Articles of Incorporation of USAIG as in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, and shall continue in full force and effect until duly amended or modified in the manner provided for therein and/or in accordance with the provisions of the FBCA. The Articles of Incorporation of USAIG are not amended in any respect by this Plan.

2. The By-laws of USAIG as in effect at the Effective Time shall be the By-laws of the Surviving Corporation, and shall continue in full force and effect until duly amended or modified as provided for therein, in the Articles of Incorporation of the Surviving Corporation and/or in the FBCA.

3. The directors and officers of USAIG in office at the Effective Time shall be the directors and officers of the Surviving Corporation, and shall continue to serve and hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the Surviving Corporation and/or the FBCA.