

SEP. 7. 2006 . 3:04PM

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MERGER OR SHARE EXCHANGE

CICORP-USI INC.

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85 SEP. 7. 2006 3:04PM

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PAGE 001/001

Florida NO. 134 01 P. 2/9



September 7, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

COMMERCIAL BROKER SERVICES, INC.

555 PLEASANTVILLE RD. ~ 160S

BRIARCLIFF MANOR, NY 10510US

SUBJECT: COMMERCIAL BROKER SERVICES, INC.

REF: S35653

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Annette Ramsey
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FAX Aud. #: H06000221433
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RESUBMIT

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NO. 134 P. 3/97
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2006 SEP -7 AM 10:46
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ARTICLES OF MERGER

By and Among

**Commercial Broker Services, Inc.
(a Florida Corporation),**

**Employers Safety Council of Florida, Inc.
(a Florida Corporation)**

and

**CICORP - USI, Inc.
(a Florida Corporation)**

Dated as of August 29, 2006

THESE ARTICLES OF MERGER (the "Articles") are made and entered into on this 29th day of August, 2006, by and among CICORP - USI, Inc., a Florida corporation ("Parent"), Commercial Brokers Services, Inc., a Florida corporation ("Commercial"), and Employers Safety Council of Florida, Inc., a Florida corporation ("Employers" and together with Commercial, the "Subsidiaries").

WITNESSETH:

WHEREAS, Parent is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Subsidiaries are corporations duly organized and existing under the laws of the State of Florida;

WHEREAS, Parent owns at least 80% of the outstanding shares of each class of the capital stock of each of the Subsidiaries;

WHEREAS, the Board of Directors of the Parent, pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), deems it advisable that Subsidiaries be merged into Parent on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the state of Florida, which permit such merger.

H06000221433 3

NOW, THEREFORE, the Parent and the Subsidiaries hereby state as follows:

ARTICLE I

Subsidiaries have been and shall be merged into Parent in accordance with the applicable provisions of the laws of the State of Florida, and pursuant to the Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan"), with Parent being the surviving corporation.

ARTICLE II

The Plan was approved and adopted by the directors of Parent as of August 29, 2006, in the manner prescribed by the Act and the approval of the shareholders of Parent is not required pursuant to Section 607.1104 of the Act.

ARTICLE III

Neither director nor shareholder approval of either of the Subsidiaries is required pursuant to Section 607.1104 of the Act.

ARTICLE IV

The Surviving Entity shall be the Parent.

ARTICLE V

The Parent agrees to promptly pay to any dissenting shareholders of the Subsidiaries the amount, if any, to which it may be entitled under Section 607.1302 of the Act.

[Signatures are on the following page.]

SEP. 7. 2006. 3:05PM C S C

NO. 134 P. 5/9
H06000221433-3

IN WITNESS WHEREOF, Parent, pursuant to the approval and authority duly given by resolution adopted by its Boards of Directors, has caused these Articles of Merger to be executed by the Secretary, as of the date first set forth above.

CICORP - USL, INC.

By 

Name: Ernest J. Newborn II

Title: Secretary

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SEP. 7. 2006 . 3:05PM C S C

NO. 134 P. 6/9

H06000221433-3

EXHIBIT A

H06000221433-3

AGREEMENT AND PLAN OF MERGER

By and Among

**Commercial Broker Services, Inc.
(a Florida Corporation),**

**Employers Safety Council of Florida, Inc.
(a Florida Corporation)**

and

**CICORP - USI, Inc.
(a Florida Corporation)**

The following plan of merger is submitted in compliance with section 607.1104 of the Florida Business Corporation Act (the "Act") and any other applicable laws and statutes of Florida or any other jurisdiction.

FIRST: The name and jurisdiction of the surviving corporation shall be CICORP - USI, Inc., a Florida domiciled corporation ("Company");

SECOND: The name and jurisdiction of the merging corporations are Commercial Broker Services, Inc. a Florida domiciled corporation ("Commercial"), and Employers Safety Council of Florida, Inc., a Florida domiciled Corporation ("Employers", and together with Commercial, the "Subsidiary Corporations");

THIRD: Company owns at least eighty percent (80%) of the outstanding shares of each class of the capital stock of each of the Subsidiary Corporations;

FOURTH: As of the effective date of this merger, each share of Commercial's Common Stock, \$.25 par value, and each share of Employers' Common Stock, \$1.00 par value, that is issued and outstanding at the time that the merger becomes effective (but before cancellation thereof by operation of the Merger) will, by virtue of the Merger and without any action on the part of any holder thereof, automatically be canceled and extinguished and converted into and

thereafter evidence the right to receive an equivalent amount of Common Stock, par value \$10.00, of the Company;

FIFTH: The Company agrees to promptly pay to any dissenting shareholders of the Subsidiary Corporations the amount, if any, to which it may be entitled under Section 607.1302 of the Act;

SIXTH: The Board of Directors of the Company will be the Board of Directors of the surviving corporation;

SEVENTH: The Officers of the Company will be the Officers of the surviving corporation;

EIGHT: The By-Laws of the Company will be the By-Laws of the surviving corporation.

[Signatures are on the following page.]

SEP. 7. 2006, 3:05PM

C S C

NO. 134002P. 9/933-3

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their respective duly authorized officers as of the date first set forth above.

**COMMERCIAL BROKER SERVICES,
INC.**

By: 

Name: Ernest J. Newborn, II

Title: Secretary

**EMPLOYERS SAFETY COUNCIL OF
FLORIDA, INC.**

By: 

Name: Ernest J. Newborn, II

Title: Secretary

CICORP - USI, INC.

By: 

Name: Ernest J. Newborn, II

Title: Secretary

H06000221433 3