812292

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000249625 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5926

FILED
05 OCT 21 PM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 OCT 21 AM 8:00
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Union Security Insurance Company

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	$70.00

K08139

Electronic Filing Menu Corporate Filing Public Access Help

Merger
TA 10.24.05

05 OCT 21 PM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
DENTICARE, INC.
(a Florida corporation)
WITH AND INTO
UNION SECURITY INSURANCE COMPANY
(an Iowa corporation)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.

2. The Agreement and Plan of Merger was adopted by the Board of Directors of DentiCare, Inc. on August 9, 2005, by the sole shareholder of DentiCare, Inc. on August 10, 2005, by the Board of Directors of Union Security Insurance Company on August 10, 2005, and by the sole shareholder of Union Security Insurance Company on August 10, 2005.

3. The merger shall be effective at 12:01 a.m. eastern time on November 1, 2005.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by their duly authorized officers this 3rd day of October, 2005.

DENTICARE, INC.

By: Michael R. Miller
Name: Michael R. Miller
Title: President

UNION SECURITY INSURANCE COMPANY

By: Michael J. Peninger
Name: Michael J. Peninger
Title: Executive Vice President

Exhibit A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made as of October 3, 2005, by and between UNION SECURITY INSURANCE COMPANY, an Iowa corporation ("USIC"), and DENTICARE, INC., a Florida corporation ("DentiCare").

WHEREAS, the parties desire to merge DentiCare with and into USIC, with USIC as the surviving corporation, in accordance with the terms of this Plan of Merger;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties hereto agree as follows:

SECTION 1
DEFINITIONS

1.1 "Effective Time" shall mean the date and time on which the Merger contemplated by this Plan of Merger becomes effective pursuant to the laws of the States of Florida and Iowa, as determined in accordance with Section 2.2 of this Plan of Merger.

1.2 "Surviving Corporation" shall refer to USIC as the corporation surviving the Merger.

1.3 "Merging Corporation" shall refer to DentiCare.

1.4 "Merger" shall refer to the merger of the Merging Corporation with and into the Surviving Corporation as provided in Section 2.1 of this Plan of Merger.

SECTION 2
TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions set forth in this Plan of Merger, at the Effective Time, DentiCare shall be merged with and into USIC in accordance with applicable provisions of Florida and Iowa law. USIC shall be the Surviving Corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Iowa under the corporate name "Union Security Insurance Company." The Merger shall be consummated pursuant to the terms of this Plan of Merger, which has been approved by the Board of Directors and the sole stockholder of DentiCare, and by the Board of Directors and the sole stockholder of USIC.

2.2 Effective Time. As soon as practicable after execution of this Plan of Merger, DentiCare and USIC will cause articles of merger to be filed in the States of Florida and Iowa, in order to cause the Merger to be effective in accordance with this

Plan of Merger. The Merger shall become effective at 12:01 a.m. eastern time on November 1, 2005.

2.3 Articles of Incorporation. The Articles of Incorporation of USIC as they exist at the Effective Time shall remain in full force and effect after the Effective Time and shall not be amended by virtue of the Merger.

2.4 Bylaws. The bylaws of USIC as they exist at the Effective Time shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

2.5 Board of Directors. The directors of USIC shall continue to serve as the directors of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.

2.6 Officers. The officers of USIC shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.

SECTION 3
MANNER OF CONVERTING SHARES

3.1 DentiCare Shares. The issued and outstanding shares of DentiCare shall be canceled and cease to exist by virtue of the Merger at the Effective Time.

3.2 USIC Shares. The issued and outstanding shares of USIC shall remain issued and outstanding and shall be unaffected by the Merger.

SECTION 4
MISCELLANEOUS

4.1 Further Assurances. Each party to this Plan of Merger agrees to do such things as may be reasonably requested by the other party in order more effectively to consummate or document the transactions contemplated by this Plan of Merger.

4.2 Counterparts. This Plan of Merger may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures were upon the same instrument.

4.3 No Third Party Beneficiaries. Nothing in this Plan of Merger, expressed or implied, is intended to confer upon any person or entity, other than the parties or their respective successors, any rights, remedies, obligations, or liabilities under or by reason of this Plan of Merger.

4.4 Plan of Reorganization. Each of the parties intends for the Merger to qualify as a tax-free reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Tax Code"). Each of the parties also intends for this Plan of Merger to constitute a plan of reorganization within the meaning of Section 368 of the Tax Code and the Treasury Regulations thereunder, and each party to this Plan of Merger hereby adopts such plan of reorganization.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed on its behalf as of the day and year first above written.

SURVIVING CORPORATION:

UNION SECURITY INSURANCE COMPANY

By: Mill
Name: Michael J. Peninger
Title: Executive Vice President

MERGING CORPORATION:

DENTICARE, INC.

By: Michael R. Miller
Name: Michael R. Miller
Title: President

ATL01/11985316v1