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6-30-08

MERGER OR SHARE EXCHANGE

American Insurance Administrators, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger

Merging

B-R Insurance Brokers, Inc.
(a Florida corporation)

with and into

American Insurance Administrators, Inc.
(an Ohio corporation)

EFFECTIVE DATE

6-30-08

The following Articles of Merger are submitted to merge B-R Insurance Brokers, Inc., a Florida profit corporation, with and into its parent entity, American Insurance Administrators, Inc., an Ohio corporation, in accordance with s. 607.1104 and 607.1107, Florida Statutes, and Sections 1701.78 and 1701.80 of the Ohio General Corporation Law ("GCL").

FIRST: The exact name, form/entity type, and jurisdiction for the merging corporation is B-R Insurance Brokers, Inc., a Florida corporation.

SECOND: The exact name, form/entity type, and jurisdiction of the surviving corporation is American Insurance Administrators, Inc., an Ohio corporation.

THIRD: The attached Plan of Merger was unanimously approved by the sole director and sole shareholder of B-R Insurance Brokers, Inc. on June 13, 2008 in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

FOURTH: The attached Plan of Merger was unanimously approved by the sole director and sole shareholder of American Insurance Administrators, Inc. on June 13, 2008 in accord with Sections 1701.78 and 1701.80 of the GCL.

FIFTH: The effective date and time of the merger is 9:30 a.m., June 30, 2008.

SIXTH: The surviving party's principal address in Ohio is 3070 Riverside Drive, Columbus, OH 43221.

SEVENTH: The surviving corporation, American Insurance Administrators, Inc., an Ohio corporation, agrees to pay to any shareholders of the merging corporation with appraisal rights, if any, the amount to which such shareholders are entitled under ss. 608.4351-608.43595, Florida Statutes.

EIGHTH: Signature(s) for Each Party:

B-R Insurance Brokers, Inc.



Mary S. Curley
Secretary

American Insurance Administrators, Inc.



Mary S. Curley
Secretary

PLAN OF MERGER
merging

B-R Insurance Brokers, Inc.
(a Florida corporation)

with and into

American Insurance Administrators, Inc.
(an Ohio corporation)

FIRST: The exact name, form/entity type, and jurisdiction for the merging corporation is B-R Insurance Brokers, Inc., a Florida corporation.

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is American Insurance Administrators, Inc., an Ohio corporation.

THIRD: American Insurance Administrators, Inc. owns 100% of the issued and outstanding shares of B-R Insurance Brokers, Inc. There are no other shareholders of B-R Insurance Brokers, Inc.

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

A. American Insurance Administrators, Inc. shall merge its wholly-owned subsidiary, B-R Insurance Brokers, Inc. with and into it in accord with the applicable provisions of Ohio and Florida law, respectively. American Insurance Administrators, Inc. shall be the surviving corporation.

B. The Certificate of Incorporation of American Insurance Administrators, Inc. shall not be amended as a result of the merger.

C. The director and officers of American Insurance Administrators, Inc. immediately prior to the merger shall be and remain the director and officers of the surviving corporation following the merger until their successors are duly elected or appointed.

FIFTH:

A. Each issued and outstanding share of stock of B-R Insurance Brokers, Inc. shall, as of the effective time of the Merger, be cancelled and surrendered to American Insurance Administrators, Inc. and thereafter be of no further force or effect.

B. There are no issued or outstanding rights to acquire the interests, shares, obligations or other securities of B-R Insurance Brokers, Inc.

SIXTH: The Merger has been unanimously authorized and approved by the consent of the sole director and sole shareholder in accord with the terms of the Ohio General Corporation Law.