

Division of Corporations

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**Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Howard Kaye Insurance Agency, Inc.

Certificate of Status	0
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4-20-05

**ARTICLES OF MERGER
OF
THE J.T. BUTWIN CORPORATION
INTO
HOWARD KAYE INSURANCE AGENCY, INC.**

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 is:

<u>Name</u>	<u>Jurisdiction</u>
Howard Kaye Insurance Agency, Inc.	California

SECOND: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
The J.T. Butwin Corporation	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 ("Effective Time").

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on April 15, 2005.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on April 15, 2005.

April 15, 2005.

THE J.T. BUTWIN CORPORATION


Malika S. Hinkson
Vice President

**HOWARD KAYE INSURANCE AGENCY,
INC.**


Malika S. Hinkson
Vice President

**PLAN OF MERGER
OF
THE J.T. BUTWIN CORPORATION
INTO
HOWARD KAYE INSURANCE AGENCY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 is:

<u>Name</u>	<u>Jurisdiction</u>
Howard Kaye Insurance Agency, Inc.	California

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
The J.T. Butwin Corporation	Florida

Third: All shares of The J.T. Butwin Corporation common stock, by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall cease to exist, and each holder of a certificate representing such shares shall thereafter cease to have any rights with respect to such shares. Each share of common stock of the surviving corporation issued and outstanding at the Effective Date of the Merger shall thereafter constitute all of the issued and outstanding capital stock of the surviving corporation.

Fourth: The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the date of the Merger shall continue to represent one issued share of the surviving corporation.

Fifth: At the Effective Time, (i) the Articles of Incorporation of Howard Kaye Insurance Agency, Inc. as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the surviving corporation and, (ii) the By-laws of Howard Kaye Insurance Agency, Inc. in effect immediately prior to the Effective Time shall be the By-laws of the surviving corporation, in each case until amended in accordance with applicable law.