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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BISYS COMMERCIAL INSURANCE SERVICES, INC.

Certificate of Status	0
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*Amanda Hadden*

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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BISYS Commercial Insurance Services, Inc.	California	F05000006546

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
USA Claims Associates, Inc.	Florida	P96000071906

Third: The Plan of Merger is attached as Annex A.

Fourth: The merger shall become effective on the date the Articles of Merger are filed.



Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 1, 2007, and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the board of directors of the merging corporation on March 1, 2007, and shareholder approval was not required.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
BISYS Commercial Insurance Services, Inc.		Bruce D. Dalziel, Executive Vice President & Treasurer
USA Claims Associates, Inc.		Steven J. Kyono, Executive Vice President & Secretary

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ANNEX A  
PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER**

**OF**

**USA CLAIMS ASSOCIATES, INC.**  
**(a Florida corporation)**

**INTO**

**BISYS COMMERCIAL INSURANCE SERVICES, INC.**  
**(a California corporation)**

**THIS AGREEMENT AND PLAN OF MERGER** (this "Agreement"), adopted on March 1, 2007 by the unanimous written consent of the Board of Directors of each of (i) **USA CLAIMS ASSOCIATES, INC.**, a Florida corporation ("USA Claims"); and (ii) **BISYS COMMERCIAL INSURANCE SERVICES, INC.**, a California corporation ("BCIS").

1. USA Claims shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and the provisions of the California General Corporation Law (the "CGCL"), be merged with and into BCIS (the "Merger"), which shall be the surviving corporation from and after the effective date of the Merger, and which shall continue to exist as said surviving corporation under the name "**BISYS Commercial Insurance Services, Inc.**" pursuant to the provisions of the CGCL. Upon the effective date of the Merger, the separate existence of USA Claims shall cease pursuant to the provisions of the FBCA and the CGCL, and BCIS shall continue its existence as the surviving corporation pursuant to the provisions of the CGCL.

2. The shares of the capital stock of USA Claims, issued and outstanding as of the effective date of the Merger, shall not be converted or exchanged in any manner, but each share of capital stock of USA Claims that is issued and/or outstanding as of the effective date of the Merger shall be surrendered, cancelled and extinguished without consideration. No shares of capital stock of BCIS, and no securities or other obligations convertible into or exchangeable for the capital stock of BCIS, are to be converted, exchanged, issued or delivered in any manner under this Agreement or the Merger, and each share of the capital stock of BCIS which is issued and/or outstanding as of the effective date of the Merger shall continue to represent one (1) issued share of the capital stock of BCIS, the surviving corporation, and shall remain issued and/or outstanding.

3. The Articles of Incorporation of BCIS as in effect on the effective date of the Merger shall be the Articles of Incorporation of the surviving corporation after the effective date of the Merger and shall continue in full force and effect until amended or modified in the manner provided for therein and/or in the CGCL.

4. The By-laws of BCIS as in effect on the effective date of the Merger shall be the By-laws of the surviving corporation after the effective date of the Merger 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 CGCL.

5. The directors and officers of BCIS in office on the effective date of the Merger shall be the directors and officers of the surviving corporation from and after the effective date of the Merger and shall continue to serve and hold their respective directorships and offices until their respective successors are duly elected and qualified or until their tenure is otherwise terminated in accordance with the By-laws of the surviving corporation and/or the CGCL.

6. This Agreement and the Merger have been duly, fully and unanimously authorized, approved and adopted by the board of directors of USA Claims in accordance with, and in the manner prescribed by, the provisions of the FBCA.

7. This Agreement and the Merger have been duly, fully and unanimously authorized, approved and adopted by the board of directors of BCIS in accordance with and in the manner prescribed by the provisions of the CGCL.

8. The effective date of the Merger shall be the date specified in the FBCA and the CGCL.

9. USA Claims and BCIS hereby stipulate that each will cause to be executed and filed and/or recorded any document or documents, and/or instruments prescribed by the laws of the State of Florida and the laws of the State of California, and that each will cause to be performed all necessary acts therein and elsewhere, to effectuate the Merger.

10. Notwithstanding the adoption of this Agreement and the Merger provided for herein, this Agreement and the Merger provided for herein may be abandoned at any time prior to the effective date of the Merger.

\* \* \* \* \*

IN WITNESS WHEREOF, this Agreement is hereby executed on March 1, 2007 on behalf of each of the constituent corporations, which are parties to the Merger contemplated herein.

**BISYS COMMERCIAL INSURANCE SERVICES,  
INC.**

By:   
Name: Bruce D. Dalziel  
Title: Executive Vice President & Treasurer

By:   
Name: Steven J. Kyono  
Title: Executive Vice President & Secretary

**USA CLAIMS ASSOCIATES, INC.**

By:   
Name: Bruce D. Dalziel  
Title: Executive Vice President & Treasurer

By:   
Name: Steven J. Kyono  
Title: Executive Vice President & Secretary