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2017-11-15 15:37:15 CST

16144554862 From: James Tanks

Division of Corporations

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE
Excess Reinsurance Underwriters, Inc

Certificate of Status	0
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Merge

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Excess Reinsurance Underwriters, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Daniel Yi

Contact Person

NFP Corp.

Firm/Company

340 Madison Avenue, 20th Floor

Address

New York, NY 10173

City/State and Zip Code

dlrunkaj@nfp.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel Yi

Name of Contact Person

At (

212

) 301-4058

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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> (If known/ applicable)
Excess Reinsurance Underwriters, Inc.	Pennsylvania	1069620

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Excess Management Company, Inc.	Florida	P04000160425

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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.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 14, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 14, 2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

[illegible]

**PLAN OF MERGER
OF
EXCESS MANAGEMENT COMPANY, INC.
INTO
EXCESS REINSURANCE UNDERWRITERS, INC.**

First: The name and jurisdiction of the surviving entity is:

<u>Name</u>	<u>Jurisdiction</u>
Excess Reinsurance Underwriters, Inc.	Pennsylvania

Second: The name and jurisdiction of the merging entity is:

<u>Name</u>	<u>Jurisdiction</u>
Excess Management Company, Inc.	Florida

Third: The merger of Excess Management Company, Inc. with and into Excess Reinsurance Underwriters, Inc. (the "Merger") shall become effective on the date the (i) Articles of Merger is filed with the Florida Department of State and (ii) Statement of Merger is filed with the Pennsylvania Department of State (the "Effective Date").

Fourth: All shares of common stock of Excess Management Company, Inc., 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 Excess Reinsurance Underwriters, Inc. issued and outstanding at the Effective Date shall thereafter constitute all of the issued and outstanding capital stock of the surviving entity.


Fifth: The issued shares of the surviving entity shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date shall continue to represent one issued share of the surviving entity.

Sixth: At the Effective Date, (i) the Articles of Incorporation of Excess Reinsurance Underwriters, Inc. as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the surviving entity and, (ii) the Bylaws of Excess Reinsurance Underwriters, Inc. in effect immediately prior to the Effective Date shall be the Bylaws of the surviving entity, in each case until amended in accordance with applicable law.

Dated: November 14, 2017

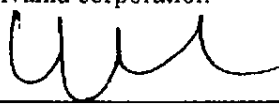
**EXCESS MANAGEMENT COMPANY,
INC.**

a Florida corporation

By: 
Veronica Moo
Vice President

**EXCESS REINSURANCE
UNDERWRITERS, INC.**

a Pennsylvania corporation

By: 
Veronica Moo
Vice President