

F70920

Sheryl S. Natelson, P.A.

4700 Sheridan Street Building J Hollywood Florida 33021
954.962.0070 ext. 216 954.962.0506 facsimile

FILED
JUL 23 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 1, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

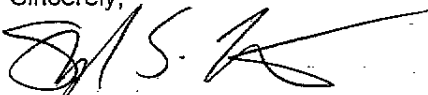
RE: Articles of Merger of Companion Insurance Management, Inc. and Companion Life and Disability, Inc., with Companion Insurance Management, Inc. the surviving corporation.

To Whom It May Concern:

Please find enclosed herein Articles of Merger of Companion Insurance Management, Inc. and Companion Life and Disability, Inc., Florida corporations, with Companion Insurance Management, Inc. the surviving corporation. Attached as Exhibit "A" and incorporated therein by reference is the Plan of Merger.

Also included is a check made payable to Florida Department of State in the amount of \$122.50 for filing costs of the Articles of Merger and certified copy.

Sincerely,



Sheryl S. Natelson
attorney at law

enc.

SN/rd

Verify Everything

VS JUL 2 4 1998

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPANION LIFE & DISABILITY AGENCY, INC., a Florida corporation,
H08289

INTO

COMPANION INSURANCE MANAGEMENT, INC., a Florida corporation,
F70920

File date: July 23, 1998

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1998

SHERYL S. NATELSON, P.A.
4700 SHERIDAN ST., BLDG. J
HOLLYWOOD, FL 33021

SUBJECT: COMPANION INSURANCE MANAGEMENT, INC.
Ref. Number: F70920

We have received your document for COMPANION INSURANCE MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document for the merging corporation. A computer printout of a similar named entity is enclosed for you review. If this is the correct name, please correct your document accordingly and return it for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 198A00037572

It should be

*Companion Life and Disability Agency, Inc.
(CLDA")*

**ARTICLES OF MERGER
OF
COMPANION INSURANCE MANAGEMENT, INC., a Florida Corporation
+ AND
COMPANION LIFE AND DISABILITY, INC., a Florida Corporation.**

FILED
98 JUL 23 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between **Companion Insurance Management, Inc.**, a Florida Corporation ("CIM") and **Companion Life and Disability, Inc.**, a Florida Corporation ("CLDA").

Pursuant to F.S. 607.1105 of the Florida Business Corporation Act (the "Act"), CIM and CLDA adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated May 22, 1998, between CIM and CLDA was approved and adopted by the shareholders of CIM, on May 22, 1998, and by the shareholder of CLDA on May 22, 1998.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of CLDA's stock will be acquired by means of a merger of CLDA into CIM with CIM the surviving corporation of the merger.
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to F.S. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 22 day of May, 1998.

COMPANION INSURANCE MANAGEMENT, INC.,
a Florida Corporation.

By: [Signature] V.P.
Gerald B. Natelson, Vice President

COMPANION LIFE AND DISABILITY, INC.,
a Florida Corporation.

By: [Signature]
Roberta G. Natelson, President

SHERYL S. NATELSON, P.A.
4700 SHERIDAN ST. BLDG. J
HOLLYWOOD, FL 33021
954.962.0070 X216
954.962.0506 FAX
FL Bar No.

PLAN OF MERGER

Merger between Companion Insurance Management, Inc., (the "Surviving Corporation"); and Companion Life and Disability Inc., (Disappearing Corporation"), (collectively the "Constituent corporations"). This Merger is being effected pursuant to this Plan of Merger in accordance with F.S. 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as previously amended and in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.
2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each shareholder of the Disappearing Corporation's common stock as enumerated that shall be issued and outstanding at that time shall without more be converted into and exchanged for common stock shares of Companion Insurance Management, Inc. and other consideration as enumerated in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation stock.
3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Fractional Shares. Fractional shares of Surviving Corporation's stock will not be issued. Former holders of Disappearing Corporation stock who would be entitled to receive fractional shares of Surviving Corporation's stock on the Effective Date shall receive in lieu thereof cash in an amount determined as follows: \$10.00.
5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation, shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in F.S. 607.1006 of the Act.
6. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.
7. Filing with the Florida Department of State and Effective Date. Upon the closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Department of State. In accordance with F.S. 607.1105 of the Act, the Articles of Merger shall specify the "Effective

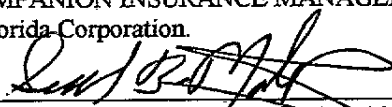
Date," which shall be the filing date of the Articles, as specified herein or in the Agreement of Reorganization.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with F.S. 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after the filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

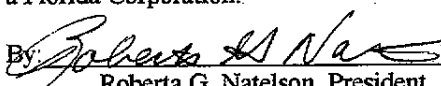
IN WITNESS WHEREOF, the parties have set forth their hands this 22 day of May, 1998.

COMPANION INSURANCE MANAGEMENT, INC.,
a Florida Corporation.

By:  V.P.

Gerald B. Natelson, Vice President

COMPANION LIFE AND DISABILITY, INC.,
a Florida Corporation.

By:  Agency

Roberta G. Natelson, President