

F76800



ACCOUNT NO. : 072100000032

REFERENCE : 406947 5012152

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : October 11, 1999

ORDER TIME : 10:43 AM

ORDER NO. : 406947-025

CUSTOMER NO: 5012152

600003013646--3

CUSTOMER: Mr. Walter L. Smith
Hilb, Rogal And Hamilton
4235 Innslake Drive

Glen Allen, VA 23060

ARTICLES OF MERGER

AMERICAN PHOENIX CORPORATION
OF ORLANDO

INTO

HILB, ROGAL AND HAMILTON
COMPANY OF ORLANDO

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

T. LEWIS OCT 15 1999

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
99 OCT 13 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

RECEIVED
99 OCT 13 PM 12:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AMERICAN PHOENIX CORPORATION OF ORLANDO, a Florida corporation,
P93000066638,

INTO

HILB, ROGAL AND HAMILTON COMPANY OF ORLANDO, a Florida entity,
F76800.

File date: October 13, 1999

Corporate Specialist: Thelma Lewis

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
OF
AMERICAN PHOENIX CORPORATION OF ORLANDO
AND
HILB, ROGAL AND HAMILTON COMPANY OF ORLANDO**

99 OCT 13 PM 1:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging American Phoenix Corporation of Orlando with and into Hilb, Rogal and Hamilton Company of Orlando as approved and adopted at a meeting by the shareholders of American Phoenix Corporation of Orlando entitled to vote thereon given on September 29, 1999, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Hilb, Rogal and Hamilton Company of Orlando entitled to vote thereon given on September 29, 1999 in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. Hilb, Rogal and Hamilton Company of Orlando will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective time and date of the merger herein shall the date and time filed.

Executed on September 29, 1999.

HILB, ROGAL AND HAMILTON COMPANY
OF ORLANDO

By: 

Name: WALTER L. SMITH

Title: SECRETARY

HILB, ROGAL AND HAMILTON COMPANY
OF ORLANDO

By: 

Name: WALTER L. SMITH

Title: SECRETARY

PLAN OF MERGER adopted for American Phoenix Corporation of Orlando, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on September 29, 1999, and adopted for Hilb, Rogal and Hamilton Company of Orlando, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on September 29, 1999. The names of the corporations planning to merge are American Phoenix Corporation of Orlando, a business corporation organized under the laws of the State of Florida, and Hilb, Rogal and Hamilton Company of Orlando, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which American Phoenix Corporation of Orlando plans to merge is Hilb, Rogal and Hamilton Company of Orlando.

1. American Phoenix Corporation of Orlando and Hilb, Rogal and Hamilton Company of Orlando shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Hilb, Rogal and Hamilton Company of Orlando, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of American Phoenix Corporation of Orlando, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, not be converted into shares of the surviving corporation, but shall be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

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**UNANIMOUS WRITTEN CONSENT OF
THE DIRECTORS OF
HILB, ROGAL AND HAMILTON COMPANY OF ORLANDO**

Pursuant to the provision of 607.134, Florida Statutes, the undersigned, being all of the directors of Hilb, Rogal and Hamilton Company of Orlando, a Florida corporation (the "Corporation"), in lieu of a meeting of the Board of Directors, do hereby take the following action and approve the following resolution effective as of the 29 day of September, 1999:

Approval and Adoption of Agreement
of Merger and Related Documents

WHEREAS, it is proposed that American Phoenix Corporation of Orlando, a Florida corporation ("APC") merge with this Corporation, pursuant to the terms and provisions of the Plan of Merger attached; and

WHEREAS, the directors of this Corporation deem it advisable and in the best interests of this Corporation for APC to be merged with and into this Corporation and for this Corporation to be the surviving corporation; now, therefore, be it

RESOLVED, that pursuant to the terms and provisions of the Plan of Merger, APC shall be merged with and into this Corporation;

FURTHER RESOLVED, that the Plan of Merger and the Articles or Certificate of Merger (collectively, "Merger Documents"), each in its respective form as presented to the directors or as modified by counsel, be approved and adopted in all respects for and on behalf of this Corporation;

FURTHER RESOLVED, that the Merger Documents be submitted to the sole shareholder of this Corporation for its approval and adoption;

FURTHER RESOLVED, that upon the approval and adoption of the Merger Documents by the shareholders of both APC and this Corporation, the officers of APC and this Corporation be authorized, empowered and directed to file the Articles or Certificate of Merger with the appropriate regulatory departments in the name and on behalf of this Corporation, to execute and deliver all instruments and documents and to do or cause to be done all acts which they, or any of them, deem necessary or appropriate to fully effect the purposes and intents of all the foregoing resolutions and to consummate the merger of APC into this Corporation. The separate existence and corporate organization of APC shall cease upon effectiveness of the Plan of Merger, except insofar as it continues by statute, and this Corporation, as the surviving corporation shall succeed, without transfer or further act or deed whatsoever, to all the rights, property and assets of APC and this Corporation shall be subject to and liable for all the debts and liabilities of each, and any claim existing or action or proceeding pending by or

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.


7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

against either corporation may be prosecuted to judgment as if such merger has not taken place or this Corporation may be substituted in its place.

IN WITNESS WHEREOF, the undersigned hereunto have signed their names hereto.

EXECUTED, as of the 23rd day of September, 1999.



Timothy J. Korman



Walter L. Smith

Martin L. Vaughan, III

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**CONSENT TO ACTION WITHOUT A MEETING
OF THE SOLE SHAREHOLDER OF
HILB, ROGAL AND HAMILTON COMPANY OF ORLANDO**

The undersigned, being the sole shareholder of Hilb, Rogal and Hamilton Company of Orlando, a Florida corporation ("Corporation"), by executing this Consent does hereby authorize, approve and consent to the adoption of the following resolutions without a meeting:

**Approval and Adoption of Agreement
of Merger and Related Documents**

WHEREAS, it is proposed that American Phoenix Corporation of Orlando, a Florida corporation ("APC") merge with this Corporation, pursuant to the terms and provisions of the Plan of Merger attached; and

WHEREAS, the directors of this Corporation deem it advisable and in the best interests of this Corporation for APC to be merged with and into this Corporation and for this Corporation to be the surviving corporation; now, therefore, be it

RESOLVED, that pursuant to the terms and provisions of the Plan of Merger, APC shall be merged with and into this Corporation;

FURTHER RESOLVED, that the Plan of Merger and the Articles or Certificate of Merger (collectively, "Merger Documents"), each in its respective form as presented to the directors or as modified by counsel, be approved and adopted in all respects for and on behalf of this Corporation;

FURTHER RESOLVED, that upon the approval and adoption of the Merger Documents by the shareholders of both APC and this Corporation, the officers of APC and this Corporation be authorized, empowered and directed to file the Articles or Certificate of Merger with the appropriate regulatory documents in the name and on behalf of this Corporation, to execute and deliver all instruments and documents and to do or cause to be done all acts which they, or any of them, deem necessary or appropriate to fully effect the purposes and intents of all the foregoing resolutions and to consummate the merger of APC into this Corporation. Effective on the effective date, the separate existence and corporate organization of APC, except insofar as it continues by statute, shall cease and this Corporation shall continue as the surviving corporation which shall succeed, without transfer or further act or deed whatsoever, to all the rights, property and assets of APC and this Corporation shall be subject to and liable for all the debts and liabilities of each, and any claim existing or action or proceeding pending by or against either corporation may be prosecuted to judgment as if such merger has not taken place or this Corporation may be substituted in its place.

The undersigned hereby certifies that he is a duly elected officer of the sole shareholder of this Corporation and is entitled to vote on the foregoing matters and does hereby consent to the foregoing resolutions this 20 day of September, 1999.

HILB, ROGAL AND HAMILTON COMPANY

By: [Signature]

Its: VP

SOLE SHAREHOLDER

copy

**CONSENT TO ACTION WITHOUT A MEETING
OF THE DIRECTORS OF
AMERICAN PHOENIX CORPORATION OF ORLANDO**

The undersigned, being the directors of American Phoenix Corporation of Orlando, a Florida corporation ("Corporation"), by executing this Consent do hereby authorize, approve and consent to the adoption of the following resolutions without a meeting:

Approval and Adoption of Agreement
of Merger and Related Documents

WHEREAS, it is proposed that Hilb, Rogal and Hamilton Company of Orlando, a Florida corporation ("HRH") merge with this Corporation, pursuant to the terms and provisions of the Plan of Merger attached; and

WHEREAS, the directors of this Corporation deem it advisable and in the best interests of this Corporation for this Corporation to be merged with and into HRH and for HRH to be the surviving corporation; now, therefore, be it

RESOLVED, that pursuant to the terms and provisions of the Plan of Merger, this Corporation shall be merged with and into HRH;

FURTHER RESOLVED, that the Plan of Merger and the Articles or Certificate of Merger (collectively, "Merger Documents"), each in its respective form as presented to the directors or as modified by counsel, be approved and adopted in all respects for and on behalf of this Corporation;

FURTHER RESOLVED, that the Merger Documents be submitted to the sole shareholder of this Corporation for its approval and adoption;

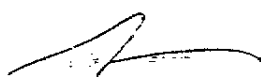
FURTHER RESOLVED, that upon the approval and adoption of the Merger Documents by the shareholders of both HRH and this Corporation, the officers of HRH and this Corporation be authorized, empowered and directed to file the Articles or Certificate of Merger with the appropriate regulatory departments in the name and on behalf of this Corporation, to execute and deliver all instruments and documents and to do or cause to be done all acts which they, or any of them, deem necessary or appropriate to fully effect the purposes and intents of all the foregoing resolutions and to consummate the merger of this Corporation into HRH. The separate existence and corporate organization of this Corporation shall cease upon effectiveness of the Plan of Merger, except insofar as it continues by statute, and HRH, as the surviving corporation shall succeed, without transfer or further act or deed whatsoever, to all the rights, property and assets of HRH and this Corporation shall be subject to and liable for all the debts and liabilities of each, and any claim existing or action or proceeding pending by or against either

corporation may be prosecuted to judgment as if such merger has not taken place
or this Corporation may be substituted in its place.

The undersigned hereby consent to the foregoing resolutions this 21st day of April, 1999.



Timothy J. Korman, Director



Walter L. Smith, Director

Martin L. Vaughan, III, Director

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**CONSENT TO ACTION WITHOUT A MEETING
OF THE SOLE SHAREHOLDER OF
AMERICAN PHOENIX CORPORATION OF ORLANDO**

The undersigned, being the sole shareholder of American Phoenix Corporation of Orlando, a Florida corporation ("Corporation"), by executing this Consent does hereby authorize, approve and consent to the adoption of the following resolutions without a meeting:

**Approval and Adoption of Agreement
of Merger and Related Documents**

WHEREAS, it is proposed that Hilb, Rogal and Hamilton Company of Orlando, a Florida corporation ("HRH") merge with this Corporation, pursuant to the terms and provisions of the Plan of Merger attached; and

WHEREAS, the directors of this Corporation deem it advisable and in the best interests of this Corporation for this Corporation to be merged with and into HRH and for HRH to be the surviving corporation; now, therefore, be it

RESOLVED, that pursuant to the terms and provisions of the Plan of Merger, this Corporation shall be merged with and into HRH;

FURTHER RESOLVED, that the Plan of Merger and the Articles or Certificate of Merger (collectively, "Merger Documents"), each in its respective form as presented to the directors or as modified by counsel, be approved and adopted in all respects for and on behalf of this Corporation;

FURTHER RESOLVED, that upon the approval and adoption of the Merger Documents by the shareholders of both HRH and this Corporation, the officers of APC and this Corporation be authorized, empowered and directed to file the Articles or Certificate of Merger with the appropriate regulatory documents in the name and on behalf of this Corporation, to execute and deliver all instruments and documents and to do or cause to be done all acts which they, or any of them, deem necessary or appropriate to fully effect the purposes and intents of all the foregoing resolutions and to consummate the merger of this Corporation into HRH. Effective on the effective date, the separate existence and corporate organization of this Corporation, except insofar as it continues by statute, shall cease and HRH shall continue as the surviving corporation which shall succeed, without transfer or further act or deed whatsoever, to all the rights, property and assets of HRH and this Corporation shall be subject to and liable for all the debts and liabilities of each, and any claim existing or action or proceeding pending by or against either corporation may be prosecuted to judgment as if such merger has not taken place or this Corporation may be substituted in its place.

The undersigned hereby certifies that he is a duly elected officer of the sole shareholder of this Corporation and is entitled to vote on the foregoing matters and does hereby consent to the foregoing resolutions this 1st day of January, 1999.

AMERICAN PHOENIX CORPORATION

By: [Signature]

Its: Secretary

SOLE SHAREHOLDER