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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

HILB, ROGAL AND HAMILTON COMPANY OF ORLANDO

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Staffing Risk Solutions, LLC</u>	<u>Delaware</u>	<u>LLC</u>
<u>2200 W. Commercial Boulevard, Suite 105</u>		
<u>Fl. Lauderdale, Florida 33309</u>		
Florida Document/Registration Number: <u>M00000000623</u>	FEI Number: <u>58-2831735</u>	
2. _____	_____	_____

Florida Document/Registration Number: _____	FEI Number: _____	
3. _____	_____	_____

Florida Document/Registration Number: _____	FEI Number: _____	
4. _____	_____	_____

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Hill, Rogal and Hamilton Company of</u> <u>Orlando</u> <u>800 N. Macpolia Avenue, Suite 1600</u> <u>Orlando, FL 32803</u>	<u>Florida</u>	<u>Corporation</u>
<u>Florida Document/Registration Number: F76000</u>		<u>FBI Number: 62-1125532</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Staffing Risk Solutions, LLC	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hilb, Rogal and Hamilton Company of Orlando	Florida

THIRD: The terms and conditions of the merger are as follows:

See attached Plan of Merger.

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached Plan of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See attached Plan of Merger.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached Plan of Merger.

EIGHTH: Other provisions, if any, relating to the merger:

See attached Plan of Merger.

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Exhibit A

PLAN OF MERGER
OF
STAFFING RISK SOLUTIONS, LLC
(a Delaware limited liability company)
INTO
HILB, ROGAL AND HAMILTON COMPANY OF ORLANDO
(a Florida corporation)

This Plan of Merger is entered into between Hilb, Rogal and Hamilton Company of Orlando, corporation duly organized and existing under the laws of the State of Florida, herein called the Surviving Corporation, and Staffing Risk Solutions, LLC, a limited liability company organized and existing under the laws of the State of Delaware, herein called the Merging Company.

1. The names of the entities planning to merge are Staffing Risk Solutions, LLC, a limited liability company organized under the laws of the State of Delaware, and Hilb, Rogal and Hamilton Company of Orlando, a Florida corporation, organized under the laws of the State of Florida.
2. The merger shall become effective at the close of business on the 31st day of December, 2004 (the "Effective Time").
3. — Merging Company and Surviving Corporation shall, pursuant to the Florida Code, be merged with and into a single business entity, to wit, Hilb, Rogal and Hamilton Company of Orlando, which shall be the surviving entity at the Effective Time, and which shall continue to exist as said surviving entity under its present name pursuant to the law of the State of Florida. The separate existence of Merging Company shall cease at the Effective Time and in accordance with the provisions of the law of the State of Florida.
4. The Articles of Incorporation of the Surviving Corporation at the Effective Time shall be the Articles of Incorporation of said Surviving Corporation and said Articles of Incorporation shall continue in full force in effect until amended and changed in the manner prescribed by the provisions of the laws of the State of Florida.
5. The present Bylaws of the Surviving Corporation shall be the Bylaws of said entity and will continue in full force in effect until changed, altered, or amended as therein provided in any manner prescribed by the provisions of the law of the State of Florida.
6. The Board of Directors and officers in office of the Surviving Corporation at the Effective Time 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 their successors are elected and qualified or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
7. At the Effective Time, all issued and outstanding membership interests of Merging Company shall be automatically cancelled. Because all of the holders of all of the issued and outstanding membership interests of stock of Merging Company also hold all of the stock of Surviving Corporation in

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the same proportions that they hold membership interest of Merging Company, no new issuance of stock in Surviving Corporation, are deemed necessary and, thus, no such stock shall be issued. Upon surrender by the holders thereof of the certificates evidencing membership interest of Merging Company outstanding at the Effective Time, all such membership interests and such certificates shall be cancelled and retired.

8. The foregoing Plan of Merger was duly adopted by the board of directors/managers of each constituent entity on the dates set forth below:

<u>NAME OF CORPORATION</u>	<u>DATE</u>
STAFFING RISK SOLUTIONS, LLC	December 22, 2004
HILB, ROGAL AND HAMILTON COMPANY OF ORLANDO	December 22, 2004

9. The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation and the sole member of the Merging Company in the manner prescribed by the law of the State of Florida and the law of the State of Delaware.

STAFFING RISK SOLUTIONS, LLC

By: _____
Walter L. Smith, Secretary

**HILB, ROGAL AND HAMILTON
COMPANY OF ORLANDO**

By: _____
Walter L. Smith, Secretary

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