

F96000001514

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 23 PM 3:45

EFFECTIVE DATE
05/01/01

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VIA FEDERAL EXPRESS

April 20, 2001

Florida Department of State
Division of Corporations
PO Box 6327
609 East Gaines Street
Tallahassee, FL 32314

Re: **Our File No. 2166-184**

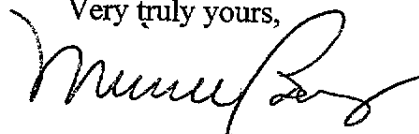
Dear Sir/Madam:

500004044335--5
-04/23/01--01120--013
*****70.00 *****70.00

Enclosed for filing are Articles of Merger of Allied Interstate, Inc. and Financial Management Control, Inc., together with an attached Plan of Merger and our firm check made payable to the Florida Department of State in the sum of \$70.00 for the merger fee. Please return proof of filing of these documents to our office in the enclosed stamped, self-addressed envelope. Since the merger is intended to be effective May 1, 2001, I would appreciate hearing from you as quickly as possible if there are any problems with the documents.

Thank you in advance for your cooperation.

Very truly yours,



Michael L. Brutlag

MLB:maa042001/2

Enclosures

Merger

V. SHEPARD MAY 3 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

FINANCIAL MANAGEMENT CONTROL, INC., a Florida corporation, K40165

into

ALLIED INTERSTATE, INC., a Minnesota entity F96000001514

File date: April 23, 2001 , effective May 1, 2001

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF ALLIED INTERSTATE, INC.
AND
FINANCIAL MANAGEMENT CONTROL, INC.

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The following Articles of Merger are submitted to the Minnesota Secretary of State pursuant to Minnesota Statutes §§302A.621 and to the Florida Secretary of State pursuant to the Florida Business Corporation Act, §§607.1104 and 607.1105, F.S.

1. The names and jurisdictions of the merging corporations are Allied Interstate, Inc., a Minnesota corporation, and Financial Management Control, Inc., a Florida corporation. Both corporations are for profit corporations organized under the laws of their respective jurisdictions.
2. The name and jurisdiction of the surviving corporation is Allied Interstate, Inc., a Minnesota corporation.
3. Both Allied Interstate, Inc. and Financial Management Control, Inc. are subsidiaries of the parent corporation, IntelliRisk Management Corporation, a Delaware corporation. IntelliRisk Management Corporation owns 100% of the outstanding shares of each class of stock of each of the subsidiary corporations and accordingly, approval of the merger by the shareholders of the subsidiaries is not required pursuant to the provisions of Minnesota Statutes §302A.621 and Florida Statutes §607.1104.
4. Allied Interstate, Inc. has a total of 100 shares of stock outstanding, all of which are the same class and series, and all of which are owned by IntelliRisk Management Corporation. Financial Management Control, Inc. has a total of 1500 shares of stock outstanding, all of which are the same class and series, and all of which are owned by IntelliRisk Management Corporation.
5. Attached hereto and made a part of the Articles of Merger is the Plan of Merger of Allied Interstate, Inc. and Financial Management Control, Inc., as approved in a resolution ratified by the unanimous affirmative vote of the Board of Directors of IntelliRisk Management Corporation.

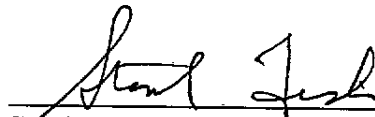
Since the parent corporation, IntelliRisk Management Corporation, is the only shareholder of the constituent subsidiary corporations, a copy of the Plan of Merger was not required to be mailed.

6. The Plan of Merger was approved and adopted by the Board of Directors of the parent corporation, IntelliRisk Management Corporation, on April 18, 2001 pursuant to Minnesota Statutes §302A.621 and Florida Statutes §607.1104.

7. The merger shall become effective on May 1, 2001.

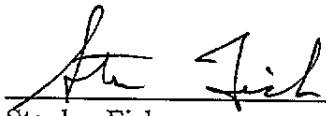
Dated: April 18, 2001

**INTELLIRISK MANAGEMENT
CORPORATION**

By: 
Name of Officer: Stanley Fish
Its: Secretary

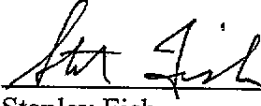
Dated: April 18, 2001

ALLIED INTERSTATE, INC.

By: 
Name of Officer: Stanley Fish
Its: Secretary

Dated: April 18, 2001

**FINANCIAL MANAGEMENT
CONTROL, INC.**

By: 
Name of Officer: Stanley Fish
Its: Secretary

**PLAN OF MERGER OF ALLIED INTERSTATE, INC.
AND FINANCIAL MANAGEMENT CONTROL, INC.**

Pursuant to the provisions of the Minnesota Business Corporation Act and the Florida Business Corporation Act, the Board of Directors of IntelliRisk Management Corporation, a Delaware corporation, as the parent, does hereby adopt the following Plan of Merger of its subsidiary corporations, Allied Interstate, Inc., a Minnesota corporation, and Financial Management Control, a Florida corporation.

1. The name of the parent corporation is IntelliRisk Management Corporation, a Delaware corporation. IntelliRisk Management Corporation owns one hundred percent (100%) of the issued and outstanding shares of each class of stock of each of the following subsidiary corporations: Allied Interstate, Inc., a Minnesota corporation; and Financial Management Control, Inc., a Florida corporation.

2. The names of the merging corporations are Allied Interstate, Inc., a Minnesota corporation, and Financial Management Control, a Florida corporation.

3. The name of the surviving corporation is Allied Interstate, Inc., a Minnesota corporation.

4. On May 1, 2001, which shall be the effective date of the merger, each share of Financial Management Control, Inc. shall be converted into 0.01 (1/100) of a share of Allied Interstate, Inc. Each issued share of Financial Management Control, Inc. held as treasury stock on the effective date shall be canceled and shall not be converted. There are no outstanding rights to acquire shares of either Allied Interstate, Inc. or Financial Management Control, Inc.

5. The statement described in Florida Statutes §607.1104(1)(b)(4) is not required as all shares of the subsidiaries are owned by IntelliRisk Management Corporation.

6. No amendments to the Articles of Incorporation of Allied Interstate, Inc. will be made as a part of the merger.

Dated: April 18, 2001

**INTELLIRISK MANAGEMENT
CORPORATION**

By: _____

Stanley Fish

Its: _____

Secretary

2166-184.PLAN