

F96000006312

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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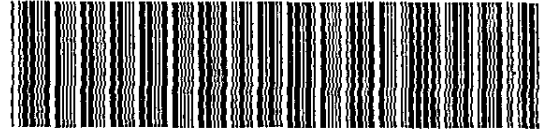
(Business Entity Name)

(Document Number)

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*NC  
T. Lewis*

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05 OCT -6 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/06/05--01024--014 \*\*35.00

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Gallagher Benefit Administrators, Inc.  
(Name of corporation)

**DOCUMENT NUMBER:** CR2EO19

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ruth E. Sarvadi, Compliance Dept  
(Name of person)

Gallagher Benefit Administrators, Inc.  
(Name of firm/company)

130 E. Wilson Bridge Rd. #310  
(Address)

Worthington, OH 43085  
(City/state and zip code)

For further information concerning this matter, please call:

Ruth Sarvadi, Legal Assistant at ( 614 ) 854-0831 ext 107  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

2005 OCT -6 AM 10:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F96000006312  
(Document number of corporation (if known))

1. GALLAGHER BENEFIT ADMINISTRATORS, INC.  
(Name of corporation as it appears on the records of the Department of State)

2. Illinois (Incorporated under laws of)      3. 12/4/1996 (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 14, 2005

5. AMERICAN ADMINISTRATIVE GROUP, INC.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

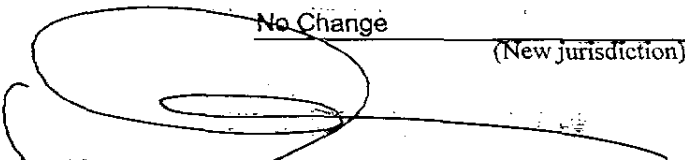
N/A  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

No Change  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No Change  
(New jurisdiction)

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

9-28-05  
(Date)

Diana F. Butts  
(Typed or printed name of person signing)

Vice President  
(Title of person signing)

FORM **BCA 11.25** (rev. Dec. 2003)  
**ARTICLES OF MERGER,  
 CONSOLIDATION OR EXCHANGE**  
 Business Corporation Act



Jesse White, Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 Telephone (217) 782-6961  
 www.cyberdriveillinois.com

**P A I D**  
 SEP 15 2005

DEPARTMENT OF  
 BUSINESS SERVICES

Remit payment in the form of a  
 check or money order payable  
 to the Secretary of State.

**FILED**

**SEP 14 2005**

JESSE WHITE  
 SECRETARY OF STATE

The filing fee is \$100, but if merger or  
 consolidation involves more than 2  
 corporations, \$50 for each additional  
 corporation.

File # 5879-112-1 Filing Fee: \$ 100-00 Approved: *[Signature]*  
 Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~<sup>merge</sup>, and the state or country of their incorporation:  
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
Gallagher Benefit Administrators, Inc. <i>S</i>	Illinois	5879-112-1
American Administrative Group, Inc.	Illinois	5529-336-8

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~<sup>surviving</sup> corporation: Gallagher Benefit Administrators, Inc.  
 acquiring

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~<sup>merger</sup> is as follows:  
~~exchange~~

Please see attached

5. Plan of ~~consolidation~~ <sup>merger</sup> was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange—state under which it is organized, and (b) as to each Illinois corporation, as follows:

*(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each Illinois corporation)*

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.  
 (§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Gallagher Benefit Administrators	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
American Administrative Group	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
N/A		

b. (Not applicable to 100% owned subsidiaries)  
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated August 16, 2005  
 (Month & Day) (Year)

Gallagher Benefit Administrators, Inc.  
 (Exact Name of Corporation)

  
 (Any authorized officer's signature)

William Demberecky, Exec Vice President/CFO  
 (Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
 (Month & Day) (Year)

American Administrative Group, Inc.  
 (Exact Name of Corporation)

\_\_\_\_\_  
 (Any authorized officer's signature)

Ted L. Parker, Chairman & CEO  
 (Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
 (Month & Day) (Year)

\_\_\_\_\_  
 (Exact Name of Corporation)

\_\_\_\_\_  
 (Any authorized officer's signature)

\_\_\_\_\_  
 (Type or Print Name and Title)

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
N/A		

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_ (Month & Day), \_\_\_\_\_ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated August 2, 2005  
(Month & Day) (Year)

Gallagher Benefit Administrators, Inc.  
(Exact Name of Corporation)

Ted L. Parker  
(Any authorized officer's signature)

Ted L. Parker, Chairman  
(Type or Print Name and Title)

Dated August 2, 2005  
(Month & Day) (Year)

American Administrative Group, Inc.  
(Exact Name of Corporation)

Ted L. Parker  
(Any authorized officer's signature)

Ted L. Parker, Chairman & CEO  
(Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year)

\_\_\_\_\_  
(Exact Name of Corporation)

\_\_\_\_\_  
(Any authorized officer's signature)

\_\_\_\_\_  
(Type or Print Name and Title)

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made this 29th day of July, 2005, by and between **GALLAGHER BENEFIT ADMINISTRATORS, INC.**, an Illinois corporation ("GBA"), and **AMERICAN ADMINISTRATIVE GROUP, INC.**, an Illinois corporation ("AAG").

**WITNESSETH**

**WHEREAS**, the boards of the directors and shareholders of both corporations deem it advisable to merge AAG into GBA; and

**WHEREAS**, both corporations are wholly owned subsidiaries of The Parker Group, Inc., a Nevada corporation; and

**WHEREAS**, the Parties are in agreement that the merger should be accomplished upon the terms and conditions set forth below; and

**NOW, THEREFORE**, AAG is hereby merged into GBA upon the following terms and conditions:

**ARTICLE I**

GBA and AAG (the "Constituent Corporations") shall be merged into a single corporation, in accordance with the terms and conditions of this Plan and in accordance with the Illinois Business Corporation Act (the "IBCA"), by merging AAG into GBA (sometimes called the "Surviving Corporation").

**ARTICLE II**

AAG and GBA are both Illinois corporations. For each Constituent Corporation the number of its shares outstanding, which is not subject to change before the Effective Time of the merger, is as follows:

	<u>GBA</u>		<u>AAG</u>	
Designation and Number Of Authorized Shares in Each Class or Series	Common	1,000	Common	1,250,000
			Pref A	250,000
			Pref B	100,000
Designation and Number Of Outstanding Shares In each Class or Series	Common	1,000	Common	650,000
			Pref A	-0-
			Pref B	-0-
Class of Shares Entitled to Vote	Common - Equal Voting Rights		Common - Equal Voting Rights	



### ARTICLE III

Upon the Effective Time of the merger, in accordance with and as provided in this Plan of Merger and the ICBA:

1. The Constituent Corporations shall merge into a single corporation, which shall be GBA (the "Surviving Corporation"), and the separate existence of AAG shall cease.
2. The Surviving Corporation shall thereupon and thereafter continue to have all the rights, privileges, immunities and powers and be subject to all of the duties and liabilities of a corporation under Illinois law and shall have and possess all of the rights, privileges, immunities and franchises, public or private, of each of the Constituent Corporations.
3. All property, real, personal and mixed, all debts due on whatever account, and all other assets or interests of any description of or belonging to or due to AAG shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in AAG shall not revert or be in anyway impaired by such merger.
4. The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of AAG, and all debts, liabilities and duties of AAG shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred and/or contracted by it; a claim existing or action or proceeding pending by or against AAG may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in the place of AAG; and the rights of creditors and any lien upon the property of AAG shall not be impaired by such merger.
5. All corporate acts, policies, agreements, arrangements, approvals and authorizations of each Constituent Corporation, its stockholders, board of directors, officers and agents, which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as the same were with respect to such Constituent Corporation. The employees and agents of each Constituent Corporation shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of such Constituent Corporation.

6. The Bylaws of GBA as existing and constituted at the Effective Time shall be and constitute the Bylaws of the Surviving Corporation until the same are altered, amended or repealed.
7. The directors of GBA at the Effective Time shall be and constitute the directors of the Surviving Corporation until their successors are elected in accordance with the IBCA and the provisions of the Bylaws of the Surviving Corporation.
8. The officers of GBA in office at the Effective Time shall be and constitute the officers of the Surviving Corporation until their successors are elected or they are removed from office by the board of directors of the Surviving Corporation in accordance with the IBCA and the provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation.

#### ARTICLE IV

From and after the Effective Time, and until further amended as provided by the IBCA, the Articles of Incorporation of GBA shall constitute the Articles of Incorporation of the Surviving Corporation, except Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

##### Article I

The name of the corporation is AMERICAN ADMINISTRATIVE GROUP, INC.

#### ARTICLE V

The shares of AAG shall not be converted into shares of the Surviving Corporation, but shall be cancelled, and the authorized capital stock of the Surviving Corporation shall not be changed but shall be and remain the same as before the merger.

#### ARTICLE VI

Subject to applicable law this Plan may be amended, modified or supplemented by written agreement of GBA and AAG at any time prior to the Effective Time.

#### ARTICLE VII

The merger of AAG into GBA shall be effective upon the filing and recording of such documents, and the doing of such acts as shall be required to accomplish the merger under the provisions of the IBCA.

GALLAGHER BENEFIT ADMINISTRATORS, INC.

Dated: August 18, 2005

By: Ted L. Parker  
Ted L. Parker, Chairman

Dated: August 18, 2005

By: William Demberecky  
William Demberecky, Secretary

AMERICAN ADMINISTRATIVE GROUP, INC.

Dated: August 18, 2005

By: Ted L. Parker  
Ted L. Parker, Chairman and CEO

Dated: August 18, 2005

By: William Demberecky  
William Demberecky, Secretary