

G98214

FOLEY & LARDNER

ATTORNEYS AT LAW

300 EAST PARK AVENUE
TALLAHASSEE, FLORIDA 32301-1514
TELEPHONE: (850) 222-6100
FACSIMILE: (850) 561-6475

CHICAGO
DENVER
JACKSONVILLE
LOS ANGELES
MADISON
MILWAUKEE
ORLANDO

SACRAMENTO
SAN DIEGO
SAN FRANCISCO
TALLAHASSEE
TAMPA
WASHINGTON, D.C.
WEST PALM BEACH

WRITER'S DIRECT LINE
(850) 513-3369

EMAIL ADDRESS
nstrickland@foleylaw.com

CLIENT/MATTER NUMBER
057444-0102

December 23, 1999

VIA HAND DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100003078861-5
-12/23/99-01020-002
*****78.75 *****78.75

EFFECTIVE DATE
12/31/99

Re: Articles of Merger for Union American and Home & Auto

To whom it may concern:

Enclosed please find for filing the Articles of Merger for Union American Insurance Company and Home and Auto Insurance Company and a check in the amount of \$78.75 to cover the filing fee and the cost of a certified copy of the referenced articles. Please contact my secretary, Jackie Schindler, at 513-3365 when the certified copy is ready to be picked up.

Sincerely,

N. Wes Strickland

N. Wes Strickland

NWS/js
Enclosure(s)

*Consent Order dated
12/9/99 from Fla. Dept.
of Insurance approving
this merger is filed
with Dept. of Insurance*

*Call when ready
224-2677
merger*

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOME AND AUTO INSURANCE COMPANY, a FL corp., #P95000027645

INTO

UNION AMERICAN INSURANCE COMPANY, a Florida entity, G98214

File date: December 23, 1999, effective December 31, 1999

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
OF
UNION AMERICAN INSURANCE COMPANY
AND
HOME AND AUTO INSURANCE COMPANY**

FILED
99 DEC 23 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/99

To the Secretary of State
State of Florida

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act"), the two 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 the subsidiary corporation, HOME AND AUTO INSURANCE COMPANY ("HOME"), a Florida corporation, with and into its parent corporation and 100% shareholder, UNION AMERICAN INSURANCE COMPANY ("UNION"), a Florida corporation (the "Plan").

2. The Merger herein provided for shall become effective at 12:01 a.m., December 31, 1999, the effective date, provided that these articles have been previously filed with the Florida Department of State.

3. The Plan was adopted by the Board of Directors of HOME in accordance with the provisions of the Act on November 15, 1999.

4. The Plan was adopted by the Board of Directors of UNION in accordance with the provisions of the Act on November 15, 1999.

5. The Plan of Merger was approved by AIB Insurance Group, Inc. (the sole shareholder of Union American Insurance Company), by AIB Financial Group, Inc., (the sole shareholder of AIB Insurance Group, Inc.), and by an affirmative vote of greater than 75% of the total number of share of stock of AIB Financial Group, Inc. outstanding and entitled to vote.

6. UNION AMERICAN INSURANCE COMPANY will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

[SIGNATURE PAGE FOLLOWS]

Executed as of November 15, 1999.

**HOME AND AUTO INSURANCE
COMPANY**

By: [Signature]
Ed Torgas, Treasurer
By: [Signature]
John M. Soto, Secretary

STATE OF FLORIDA)

COUNTY OF DADE)

**UNION AMERICAN INSURANCE
COMPANY**

By: [Signature]
Ed Torgas, Treasurer
By: [Signature]
John M. Soto, Secretary

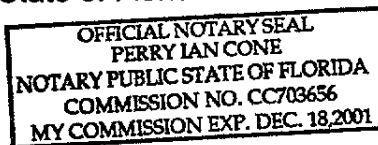
BEFORE ME, the undersigned authority, personally appeared ED TORGAS and JOHN M. SOTO, to me well known to be the Treasurer and Secretary, respectively, of both UNION AMERICAN INSURANCE COMPANY and HOME AND AUTO INSURANCE COMPANY, and who have acknowledged before me that they have executed the foregoing Articles of Amendment and that the allegations contained herein are true and correct to the best of their knowledge and belief.

SWORN TO AND SUBSCRIBED before me on this 17th day of November, 1999, in Miami-Dade County, Florida.

[Signature]

NOTARY PUBLIC AT LARGE
State of Florida

My Commission Expires:



Exempted

PLAN OF MERGER

This Plan of Merger pursuant to Section 1104 of the Florida Business Corporation Act (the "Act"), and dated November 15, 1999, is entered into among **UNION AMERICAN INSURANCE COMPANY**, the parent and surviving corporation, and **HOME AND AUTO INSURANCE COMPANY**, the subsidiary and absorbed corporation.

STIPULATIONS

A. The name of the parent corporation is UNION AMERICAN INSURANCE COMPANY ("UNION"), a corporation organized and existing under the laws of the State of Florida with its principal office at 2500 N.W. 79th Avenue, Miami, FL 33122.

B. The name of the subsidiary corporation is HOME AND AUTO INSURANCE COMPANY ("HOME"), a corporation organized and existing under the laws of the State of Florida, with its principal office at 2500 N.W. 79th Avenue, Miami, FL 33122.

C. Immediately prior to the Merger contemplated hereunder, UNION owned 100% of the issued and outstanding capital stock of HOME.

D. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that HOME be merged into UNION pursuant to the provisions of Sections 607.1104 of the Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

1. Merger. HOME shall merge with and into UNION. UNION shall be the surviving corporation (the "Merger").

2. Effect of Merger on HOME. On the effectiveness of the Merger: (a) the separate existence of HOME shall cease; (b) HOME and UNION shall become one single corporation; (c) UNION shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of HOME, without the necessity for any separate transfer; and (d) UNION shall thereafter be responsible and liable for all liabilities and obligations of HOME, and neither the rights of creditors nor any liens on the property of HOME shall be impaired by the Merger.

3. Shares of Capital Stock in HOME. Upon the effectiveness of the Merger, the outstanding and issued shares of capital stock of HOME shall automatically be cancelled.

4. Approval by Shareholders. The Plan of Merger has been approved by AIB Insurance Group, Inc. (the sole shareholder of Union American Insurance Company), by

AIB Financial Group, Inc., (the sole shareholder of AIB Insurance Group, Inc.), and by an affirmative vote of greater than 75% of the total number of share of stock of AIB Financial Group, Inc. outstanding and entitled to vote. No approval of this Plan of Merger by the shareholders of UNION or HOME is required under Section 607.1104 of the Florida Business Corporation Act, or the Articles of Incorporation or By-Laws of UNION or HOME.

5. No UNION Corporate Changes. No change in the Articles of Incorporation, By-laws, officers, directors, or issued and outstanding capital stock of UNION are effected by this Merger. The Articles of Incorporation, By-laws and other corporate attributes of UNION that were in effect immediately prior to the effectiveness of the Merger shall continue in full force and effect as the Articles of Incorporation, By-laws and other corporate attributes of UNION after the Merger. The directors and officers of UNION that hold their respective offices immediately prior to the effectiveness of the Merger shall continue as the directors and officers of UNION in the same capacity and on the same terms after the Merger. The corporate identity, existence, purposes, properties, powers, franchises, rights and immunities of UNION shall continue unaffected and unimpaired by the Merger and the corporate identity, existence, purposes, properties, powers, franchises, rights and immunities of HOME shall be merged into UNION, and UNION shall assume all of the duties, liabilities and obligations of HOME pursuant to the Merger as provided in section 2 above.

6. Rights to Name of HOME. Upon the effectiveness of Merger, UNION shall retain the rights to the name "Home and Auto Insurance Company."

7. Approvals. As a condition to its effectiveness, the Merger, including this Plan of Merger and any transactions contemplated hereby, shall have been approved by the Florida Department of Insurance ("FDOI") and any other governmental and regulatory authorities whose approvals are required to consummate the Merger.

8. Filing of Articles of Merger. Upon satisfaction of the conditions to Merger, the Articles of Merger, in substantially the form attached as Exhibit "A" hereto ("Articles of Merger"), shall be filed with the Florida Secretary of State and, subsequently, with the FDOI.

9. Effectiveness and Effective Date of Merger. The Merger shall be effective 12:01 a.m., December 31, 1999.

10. Termination of Merger: Amendment. This Agreement may be terminated and the Merger and other transactions contemplated in this Agreement may be abandoned at any time prior to the effectiveness of the Merger by UNION's board of directors provided that the FDOI has consented to such termination and abandonment. This Agreement may not be amended or modified except in a written instrument executed by both UNION and HOME.

11. Execution of Agreement. This plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

**HOME AND AUTO INSURANCE
COMPANY**

By: _____

Ed Torgas, Treasurer

Attest: _____

John M. Soto, Secretary

**UNION AMERICAN INSURANCE
COMPANY**

By: _____

Ed Torgas, Treasurer

Attest: _____

John M. Soto, Secretary

H:\WF\DOCS\PI\CFINANCE\MERGER\PLANMERG.doc