

Principal

**Financial
Group**

H164252

Principal Life
Insurance Company

VIA UPS NEXT DAY AIR

FILED
99 SEP -8 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 7, 1999

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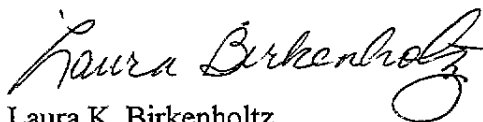
Florida Division of Corporations
Attention: Amendments, Mergers, and Dissolutions
409 East Gaines Street
PO Box 6327
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed are Articles of Merger by and between The Admar Group, Inc., Admar Insurance Marketing, Inc., Selectcare Management Company, Inc., Image Financial & Insurance Services Inc., and Benefit Plan Administrators, Inc. I have also enclosed a check in the amount of \$201.25 to cover the costs of filing the merger, as well as to request three (3) certified copies of this document.

Please return the certified copies to my attention in the enclosed pre-paid, self-addressed UPS envelope. Should you have any questions concerning this document please contact me at 515-247-6471.

Sincerely,



Laura K. Birkenholtz
Attorney

enclosures

Merger

V. SHEPARD SEP 17 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADMAR INSURANCE MARKETING, INC., a California corporation not qualified in Florida.

SELECTCARE MANAGEMENT CO., INC., a California corporation not qualified in Florida

IMAGE FINANCIAL & INSURANCE SERVICES, INC., a California corporation not qualified in Florida

BENEFIT PLAN ADMINISTRATORS, INC., a Colorado corporation not qualified in Florida

INTO

THE ADMAR GROUP, INC., a Florida entity, H64252

File date: September 8, 1999

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
ADMAR INSURANCE MARKETING, INC.,
SELECTCARE MANAGEMENT COMPANY, INC.,
IMAGE FINANCIAL & INSURANCE SERVICES, INC.,
BENEFIT PLAN ADMINISTRATORS, INC.
WITH AND INTO
THE ADMAR GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with sections 607.1101-607.1105, and 607.1107, Florida Statutes.

FIRST: The exact name, street address of its principal office, and jurisdiction of the surviving corporation is:

1. The Admar Group, Inc.
1551 North Tustin Avenue
Santa Ana, CA 92701

Jurisdiction
Florida Corporation

SECOND: The exact name, street address of the principal office, and jurisdiction for each merging corporation are as follows:

1. Admar Insurance Marketing, Inc.
1551 North Tustin Avenue
Santa Ana, CA 92701
2. SelectCare Management Co., Inc.
1551 North Tustin Avenue
Santa Ana, CA 92701
3. Image Financial & Insurance Services, Inc.
1551 North Tustin Avenue
Santa Ana, CA 92701
4. Benefit Plan Administrators, Inc.
1551 North Tustin Avenue
Santa Ana, CA 92701

Jurisdiction
California Corporation

California Corporation

California Corporation

Colorado Corporation

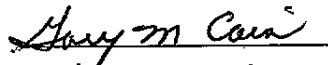
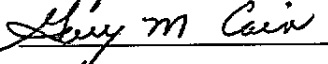
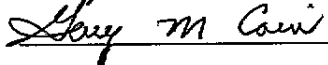

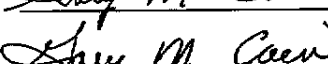
THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1101-607.1104, Florida Statutes, and was approved by the board of directors of The Admar Group, Inc. on April 30, 1999. Shareholder approval was not required by law for any of the corporations.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

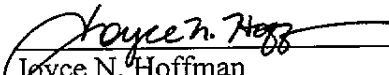
FIFTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

SIXTH: SIGNATURE(S) FOR EACH PARTY:

Signed and dated this 2nd day of September, 1999.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
The Admar Group, Inc.		Gary M. Cain, Vice President
Admar Insurance Marketing, Inc.		Gary M. Cain, Vice President
Select Care Management Co., Inc.		Gary M. Cain, Vice President
Image Financial & Insurance Services, Inc.		Gary M. Cain, Vice President
Benefit Plan Administrators, Inc.		Gary M. Cain, Vice President

Attest:


Joyce N. Hoffman
Assistant Corporate Secretary
The Admar Group, Inc.

**PLAN OF MERGER
OF
ADMAR INSURANCE MARKETING, INC.,
SELECTCARE MANAGEMENT COMPANY, INC.,
IMAGE FINANCIAL & INSURANCE SERVICES, INC.,
BENEFIT PLAN ADMINISTRATORS, INC.
WITH AND INTO
THE ADMAR GROUP, INC.**

Pursuant to section 607.1104 of the Florida Statutes and in accordance with the laws of all other applicable jurisdictions of incorporation, the plan of merger (hereinafter referred to as "Plan"), made this 30th day of April, 1999, between:

PARENT CORPORATION:

The Admar Group, Inc., a Florida Corporation (hereinafter referred to as "The Admar Group, Inc." or "Parent Corporation");

SUBSIDIARY CORPORATIONS:

ADMAR INSURANCE MARKETING, INC., a California Corporation;
SELECTCARE MANAGEMENT COMPANY, INC., a California Corporation;
IMAGE FINANCIAL & INSURANCE SERVICES, INC., a California Corporation;
BENEFIT PLAN ADMINISTRATORS, INC., a Colorado Corporation (hereinafter collectively referred to as "Nonsurviving Corporations")

WHEREAS, The Admar Group, Inc. owns 100% of the issued and outstanding shares of each of the subsidiary corporations;

WHEREAS, it is the desire of the parties to merge the subsidiary corporations into the parent corporation;

NOW, THEREFORE, in consideration of the premises and of the terms and conditions herein set forth, the parties hereto intending to be legally bound hereby, have mutually agreed and hereby do mutually agree to make such merger upon the following terms and conditions:

ARTICLE I

Upon and after the effective date of the merger, the name of the surviving corporation shall be "The Admar Group, Inc."

ARTICLE II

The principal office of The Admar Group, Inc. shall be 1551 North Tustin Avenue, Santa Ana, California and the registered office of The Admar Group, Inc., shall be c/o CT Corporation System (FL), 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE III

The purpose of The Admar Group, Inc. shall be to carry on any and all lawful business for which corporations may be incorporated in the state of Florida.

ARTICLE IV

On the effective date of the merger, the Articles of Incorporation and By-Laws of The Admar Group, Inc. as in effect immediately prior to the effective date of the merger, shall continue to be the Articles of Incorporation and By-Laws of The Admar Group, Inc., as the surviving corporation.

ARTICLE V

The authorized and issued capital stock of each of the corporations is:

<u>NAME</u>	<u>AUTHORIZED SHARES</u>	<u>PAR VALUE</u>	<u>ISSUED SHARES</u>
The Admar Group, Inc.	20,000,000	\$.005	9,022,306
Admar Insurance Marketing, Inc.	100,000	NONE	1,250
SelectCare Management Company, Inc.	10,000	NONE	100
Image Financial & Insurance Services, Inc.	10,000	NONE	2,000
Benefit Plan Administrators, Inc.	50,000	NONE	1,000

ARTICLE VI

The stated capital of each of the corporations shall be:

<u>NAME</u>	<u>STATED CAPITAL</u>
The Admar Group, Inc.	\$43,713
Admar Insurance Marketing, Inc.	\$180,000
SelectCare Management Company, Inc.	\$1,608,736
Image Financial & Insurance Services, Inc.	\$474,299
Benefit Plan Administrators, Inc.	\$146,412

ARTICLE VII

On the effective date of the merger, each Subsidiary shall merge into Parent which shall be the Surviving Corporation. And on such date each share of Parent's issued and outstanding common stock shall, without any action on the part of the shareholder of such common stock, be converted into 1/9,022.306 of fully paid and non-assessable shares of common stock of Surviving Corporation, which such conversion shall cause there to be one thousand (1,000) issued and outstanding shares of common stock of the Surviving Corporation. On or after the effective date of the merger, the holders of the certificates representing the converted shares of Parent's stock shall surrender such certificates to Surviving Corporation and shall be entitled on such surrender to receive in exchange for each such certificate, a certificate representing the shares of Surviving Corporation stock into which the shares of Parent stock have been converted. On the effective date, all shares of each Subsidiary's issued common stock shall, by operation of law, be cancelled, and shall thereafter cease to exist.

ARTICLE VIII

Each subsidiary is wholly owned by The Admar Group, Inc., therefore, under section 607.1104(1)(b)(4) there are no dissenting shareholders who would be entitled to be paid the fair value for their shares.

ARTICLE IX

The number of directors of The Admar Group, Inc. shall be three and the names and places of residence of the directors who shall hold office until their successors have been elected according to the By-Laws of said corporation and who shall have all the powers of the Board of Directors elected by the shareholders are as follows:

Thomas J. Graf	9124 Lincoln Avenue, Des Moines, Iowa
Kraig A. Boysen	10501 Prather Lane, Tustin Ranch, California
Gary M. Cain	8049 Huntingwood, Johnston, Iowa 50131

The officers of The Admar Group, Inc. shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers, assistant officers and acting officers as may be deemed necessary, and the names and places of residence of the officers, who shall hold office until their respective successors are chosen according to the By-Laws of the corporation and who shall have all the powers of officers duly elected and appointed by the Board of Directors of the corporation are as follows:

Kraig A. Boysen, President and Chief Executive Officer	10501 Prather Lane, Tustin Ranch, CA
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Virginia Pascual, Chief Administrative Officer and Corporate Secretary	2307 N. Towner, Santa Ana, CA
Gary M. Cain, Vice President	8049 Huntingwood, Johnston, Iowa 50131
James S. Ashley, Vice President - Network Services	6565 E. Northview Drive, Anaheim, CA
Ronald S. Gray, Vice President - Advantage Division	7649 E. Briarcrest Lane, Orange, CA
Edward K. Evans, Vice President - Finance and Treasurer	24772 Via Larga, Laguna Niguel, CA
Craig L. Bassett, Assistant Treasurer	13002 Hazelwood Drive, Des Moines, IA
Joyce N. Hoffman, Assistant Corporate Secretary	5834 Pleasant Drive, Des Moines, IA
Krista M. Gorsche	305 28 th , Des Moines, IA

ARTICLE X

This Plan of Merger shall be submitted for adoption to the Board of Directors of The Admar Group, Inc. at the Regular Meeting of the Board of Directors to be held in Room 608, 711 High Street, Des Moines, Iowa, on the 30th day of April, 1999, at 2:00 p.m., CST.

ARTICLE XI

If this Plan of Merger is adopted at said meeting of the Board of Directors of The Admar Group, Inc., thereupon Articles of Merger, as required by the Section 607.1104 F.S., signed and verified by the President or a Vice President and attested by the Secretary or Assistant Secretary of The Admar Group, Inc., shall be filed in the office of the Secretary of State of the State of Florida.

The merger shall be effective as of the date of filing the Articles of Merger with the Florida Department of State. The Admar Group, Inc. shall have all the rights, powers and privileges provided by law in all the property, real, personal, and mixed, of The Admar Group, Inc. and the Nonsurviving Corporations, and all that is due on what ever account to any of them, belonging to any of them, shall be taken and deemed to be transferred and vested in The Admar Group, Inc. without further act or deed. The Admar Group, Inc. shall thenceforth be responsible for all the liabilities and obligations of The Admar Group, Inc. and of the Nonsurviving Corporations, but the liabilities of The Admar Group, Inc. or of their shareholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof or of any person dealing with such corporations be impaired by such merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if such merger had not taken place, or The Admar Group, Inc. may be proceeded against or substituted in the place of the respective merging corporations.

ARTICLE XII

The Admar Group, Inc. may be served with process in the State of Florida, California, and Colorado in any proceeding for enforcement of any obligation of the Nonsurviving Corporations, as well as for enforcement of any obligation of The Admar Group, Inc. arising from the merger, and irrevocably appoints the Insurance commissioners of the States of California, Colorado and Florida as its agent to accept services of process in any such suit or other proceeding. Such process shall be mailed by the Insurance Commissioner to Counsel, The Admar Group, Inc., 711 High Street, Des Moines, Iowa 50392-0300.

ARTICLE XIII

IN WITNESS WHEREOF, The Admar Group, Inc., party to the Plan of Merger, pursuant to resolution of its Board of Directors adopting this Plan of Merger, has caused this Plan of Merger to be executed by its Vice President, and attested by its Assistant Corporate Secretary. The Board of Directors of the Nonsurviving Corporations was not required to act upon the Plan of Merger, pursuant to the provisions of section 607.1104, Florida Statutes.

Dated this 30th day of April, 1999.

I, Gary M. Cain, affirm and acknowledge, under penalties of perjury, that this Plan of Merger constitutes the act and deed of The Admar Group, Inc., and that the facts stated herein are true and correct as I verily believe.

THE ADMAR GROUP, INC.

By: Gary M. Cain
Gary M. Cain, Vice President

Attest:

Joyce N. Hoffman
Joyce N. Hoffman
Assistant Corporate Secretary