

Division of Corporations

Page 1 of 1

K07169

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H05000173255 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations  
Fax Number : (850)205-0380

## From:

Account Name : GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.-FT. LA  
Account Number : I19990000012  
Phone : (954)468-1355  
Fax Number : (954)523-1722RECEIVED  
05 AUG 31 AM 8:00  
DIVISION OF CORPORATIONSMERGER OR SHARE EXCHANGE  
INSURANCE NETWORK SPECIALTIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 AUG 31 AM 9:18

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

PS 9/1/05  
Mayer



Ft. Lauderdale • Miami • Palm Beach • Stuart • Vero Beach • West Palm Beach

**FAX COVER SHEET**

Broward Financial Centre, Suite 1400  
500 East Broward Boulevard  
Ft. Lauderdale, Florida 33394

Phone: 954-713-6428  
Fax: 954-888-2029  
Website: www.gunster.com

**DATE:** August 31, 2005

**TO:** Electronic Filing  
Department

**FIRM:** Corporations Division  
Florida Department of  
State

**FAX NO:** 850-205-0380

**PHONE NO:**

**FROM:** Jeannie J. Ha, Paralegal

**PHONE NO:** ext. 428

**E-MAIL:** jha@gunster.com

**CLIENT NO:** 27047.09000

**5 PAGES INCLUDING COVER**

**MESSAGE:**

PLEASE SEE THE ATTACHED ARTICLES OF MERGER BETWEEN INSURANCE  
NETWORK SPECIALTIES, INC. AND INSURANCE NETWORK SYSTEMS, INC. FOR  
ELECTRONIC FILING.

PLEASE CALL ME IF YOU HAVE ANY QUESTIONS.

Audit Fax No.: H05000173255 3

**ARTICLES OF MERGER**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101 and 607.1105, Florida Statutes.

**FILED**  
05 AUG 31 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Insurance Network Specialties, Inc.	Florida	K07169

**Second:** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Insurance Network Systems, Inc.	Florida	P04000088999

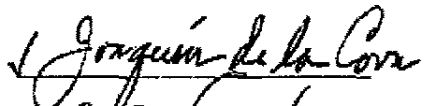
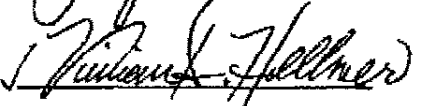
**Third:** The Plan of Merger is attached.**Fourth:** The merger shall become effective upon filing.**Fifth:** Adoption of Plan of Merger by the surviving corporation:

The Board of Directors of the surviving corporation adopted the Plan of Merger on August 31, 2005 and shareholder approval was not required.

**Sixth:** Adoption of Plan of Merger by the merging corporation:

The Board of Directors of the merging corporation adopted and recommended to the Shareholders and the Shareholders approved the Plan of Merger on August 31, 2005.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Insurance Network Specialties, Inc.		Joaquin de la Cova, President
Insurance Network Systems, Inc.		Vivian D. Hellmer, President

Audit Fax No.: H05000173255 3

Audit Fax No.: H05000173255 3

### **PLAN OF MERGER**

The following plan of merger is submitted in compliance with Sections 607.1101 and 607.1103, Florida Statutes.

1. The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Insurance Network Specialties, Inc.	Florida

2. The name and jurisdiction of the **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Insurance Network Systems, Inc.	Florida

3. On the effective date of the merger, each of the issued and outstanding shares of common stock of the merging corporation, and all rights in respect thereof, shall be canceled.

4. Other provisions relating to the merger are as follows:

(A) **Assumption of Assets.** All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to and vested in the surviving corporation without further act or deed, and all property (including real, personal and intellectual) of the merging corporation shall be the property of the surviving corporation.

(B) **Assumption of Obligations.** All obligations of the merging corporation shall become obligations of the surviving corporation.

(C) **Effective Date.** The merger shall become effective upon the filing of the Articles and Plan of Merger with the Florida Department of State (the "Effective Date").

(D) **Approvals.** The Board of the surviving corporation adopted the Plan of Merger. The Board of the merging corporation adopted and recommended that the Shareholders approve the Plan of Merger. The shareholders of the merging corporation approved the Plan of Merger. No other shareholder approval was required.

(E) **Articles of Incorporation.** The Articles of Incorporation of the surviving corporation shall continue to be the Articles of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the Florida Business Corporation Act.

Audit Fax No.: H05000173255 3

Audit Fax No.: H05000173255 3

(F) Officers and Directors. The directors and officers of the surviving corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving corporation immediately prior to the Effective Date and shall remain the directors and officers of the surviving corporation until their successors shall have been duly elected and qualified.

(G) Required Actions. The surviving corporation shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.

(H) Effective Date: The effective date of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Florida Business Corporation Act shall govern the same, be the date of filing of the Articles and Plan of Merger with the Florida Department of State.

FTL 284903.1

Audit Fax No.: H05000173255 3