

**CORPORATE
ACCESS,
INC.**

K09184

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Merge

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) **Public Risk Services, Inc.**
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

800002974228-7
-08/31/99-01010-005
*******70.00 *****70.00**

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

PUBLIC RISK SERVICES, INC., a Florida corporation K09184
,

INTO

PUBLIC RISK SERVICES, INC., a Tennessee corporation not qualified in
Florida.

File date: August 31, 1999, effective September 1, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 31, 1999

Corporate Access, Inc.
236 East 6th Avenue
Tallahassee, FL 32303

SUBJECT: PUBLIC RISK SERVICES, INC
Ref. Number: K09184

*Corrected
9/16/99
C.R.*

We have received your document for PUBLIC RISK SERVICES, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 099A00043471

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

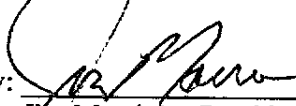
1. The name and jurisdiction of the surviving corporation are:

Public Risk Services, Inc., a Tennessee Corporation
2. The name and jurisdiction of each merging corporation are:

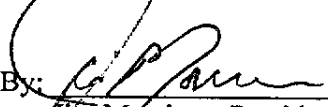
Public Risk Services, Inc., a Florida Corporation
3. The Plan of Merger is attached.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. Adoption of Merger by surviving corporation: The Plan of Merger was adopted by the board of directors and shareholders of the surviving corporation on July 22, 1999.
6. Adoption of Merger by merging corporation: The Plan of Merger was adopted by the board of directors and shareholders of the merging corporation on July 22, 1999.

Dated as of this the 1st day of September, 1999.

PUBLIC RISK SERVICES, INC.,
a Florida Corporation

By: 
Jim Morrison, President

PUBLIC RISK SERVICES, INC.,
a Tennessee Corporation

By: 
Jim Morrison, President

3736 0173

RECEIVED
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RILEY DARNELL
SECRETARY OF STATE

MERGER AGREEMENT and PLAN OF MERGER of
PUBLIC RISK SERVICES, INC.,
a Florida corporation,
with and into
PUBLIC RISK SERVICES, INC.,
a Tennessee corporation

PUBLIC RISK SERVICES, INC., a Florida corporation (the "Merged Corporation"), and PUBLIC RISK SERVICES, INC., a Tennessee corporation (the "Surviving Corporation"), acting pursuant to the applicable provisions of the Tennessee Code, as amended (the "Code"), hereby adopt the following Merger Agreement and Plan of Merger ("Plan of Merger"):

Section 1. The Parties.

a. The name of the Surviving Corporation is: PUBLIC RISK SERVICES, INC., a Tennessee Corporation.

b. The name of the Merged Corporation is: PUBLIC RISK SERVICES, INC., a Florida Corporation.

Section 2. Effective Date.

The effective date of the merger shall be the later of September 1, 1999 or the date the Articles of Merger are filed with the Secretary of State of Tennessee and the Secretary of State of Florida (the "Effective Date").

Section 3. Terms and Conditions of the Merger.

Upon the Effective Date, (i) the Merged Corporation shall be merged with and into the Surviving Corporation, (ii) the separate corporate existence of the Merged Corporation shall cease, and (iii) all assets, liabilities, rights, privileges, and franchises of the Merged Corporation shall be transferred to the Surviving Corporation.

Section 4. Conversion of Shares.

Upon the Effective Date, all the issued and outstanding common stock in the Surviving Corporation shall remain the issued and outstanding common stock in the Surviving Corporation and all the issued and outstanding stock in the Merged Corporation shall be canceled, void, and of no further significance.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by themselves or their duly authorized representatives as of the 22nd day of July, 1999.

PUBLIC RISK SERVICES, INC.,
a Tennessee corporation

By: 

Jim Morrison, President

PUBLIC RISK SERVICES, INC.,
a Florida corporation

By: 

Jim Morrison, President