

FROM: THE VINTAGE GROUP  
01/27/2005 11:03 2393042881  
DIVISION OF CORPORATIONS

FAX NO. : 239 659 6071  
MIGHTORHELP REFERRAL

Jan. 27 2005 11:25AM P1

PAGE 02  
(PAGE 1 OF 1)

K 50125

Florida Department of State  
Division of Corporations  
Public Access System

EFFECTIVE D:  
01/31/05

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.

((H05000022509 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 : MICHAEL W. MCARDLE, P.L.  
Account Number : T20020000166  
Phone : (239) 659-0333  
Fax Number : (239) 659-0023

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

05 JAN 27 PM 2:57

FILED

MERGER OR SHARE EXCHANGE

INSURANCE AND RISK MANAGEMENT SERVICES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Ps 1/27/2005  
mike

FROM : THE VINTAGEGROUP

FAX NO. : 2396596071

Jan. 27 2005 11:25AM P2

**FILED**

05 JAN 27 PM 2:57

CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**OF**

**EAGLE INSURANCE GROUP, INC.**

**AND**

EFFECTIVE DATE

01/31/05

**INSURANCE AND RISK MANAGEMENT SERVICES, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, Eagle Insurance Group, Inc., a corporation organized under the laws of the State of Florida on January 28, 1998, under certificate number P98000008937 and Insurance and Risk Management Services, Inc., a corporation organized under the laws of the State of Florida on December 8, 1988, under certificate number K50125, adopt the following Articles of Merger for the purpose of merging:

1. The name of the surviving corporation is Insurance and Risk Management Services, Inc., a Florida corporation ("IRMS").
2. The name of the merging corporation is Eagle Insurance Group, Inc., a Florida corporation ("Eagle Insurance").
3. On January 24, 2005, a Plan of Merger was unanimously approved by the Board of Directors and sole Shareholder of IRMS.
4. On January 24, 2005, a Plan of Merger was unanimously approved by the Board of Directors and Shareholders holding more than 75% of the issued and outstanding common stock of Eagle Insurance.
5. A copy of the Plan of Merger approved by the Boards of Directors and shareholders of both IRMS and Eagle Insurance is attached hereto and incorporated herein as Exhibit A.
6. These Articles of Merger shall be effective at 11:59 p.m. E.S.T. on January 31, 2005.

7. As set forth in the Plan of Merger, upon the effective date of the Merger, the Articles of Incorporation of IRMS, the surviving corporation, shall be amended to increase the number of authorized shares of common stock that may be issued by IRMS, as provided for in the Plan of Merger.

Executed as of this 24<sup>th</sup> day of January, 2005.

**INSURANCE AND RISK  
MANAGEMENT SERVICES, INC.,**  
a Florida corporation

By:   
George C. Schmeltzle, President

**EAGLE INSURANCE GROUP, INC.,**  
a Florida corporation

By:   
George C. Schmeltzle, President

## PLAN OF MERGER

This Plan of Merger (the "Plan"), dated January 24, 2005, is adopted by and between Eagle Insurance Group, Inc., a Florida corporation (referred to hereinafter as either "Eagle Insurance" or "absorbed corporation") and Insurance and Risk Management Services, Inc., a Florida corporation (referred to hereinafter as either "IRMS" or the "surviving corporation") and is submitted in compliance with Section 607.1101, *et seq.*, of the Florida Business Corporation Act.

### RECITALS

A. Eagle Insurance is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8950 Fontana Del Sol Way, Suite 200, Naples, Florida, with One Million Ten Thousand One Hundred Fifty (1,010,150) shares of common stock outstanding.

B. IRMS is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8950 Fontana Del Sol Way, Suite 200, Naples, Florida, with One Hundred (100) shares of common stock outstanding, all of which are owned by Eagle Insurance.

C. The function of Eagle Insurance has been to act as a holding company for the shares of its wholly-owned subsidiary, IRMS; it has no other business operations.

D. The Board of Directors of each constituent corporation deems it advisable, and in the best interest of the respective corporations and their shareholders, that this Plan be approved and adopted.

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

**Section One. Merger.** Eagle Insurance shall merge with and into IRMS, and IRMS shall be the surviving corporation.

**Section Two. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section Three. Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

Each shareholder of Eagle Insurance shall exchange his or her entire shares therein for same number of common shares of IRMS. After the exchange, IRMS will have the same shareholders as Eagle Insurance and each shareholder will own the same number of IRMS common shares as he or she owns in Eagle Insurance.

**Section Four. Changes in Articles of Incorporation.** The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger as amended and changed as follows:

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,500,000 shares of common stock having a \$1.00 par value per share.

**Section Five. Bylaws.** The bylaws of the surviving corporation shall remain the same as the bylaws of the surviving corporation before the merger.

**Section Six. Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section Seven. Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida, either by Written Action or at meetings to be held at such time as the boards of directors of the constituent corporations may agree.

**Section Eight. Effective Date of Merger.** The effective date of this merger shall be the later of the date when Articles of Merger are filed with the Florida Department of State or 11:59 p.m. E.S.T., on January 31, 2005.

**Section Nine. Abandonment of Merger.** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation; or

(b) If, in the judgement of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

**Section Ten. Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

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

**"ABSORBED CORPORATION"**

**EAGLE INSURANCE GROUP, INC.**  
A Florida Corporation

By: \_\_\_\_\_

George C. Schmeltz, President

**"SURVIVING CORPORATION"**

**INSURANCE AND RISK MANAGEMENT  
SERVICES, INC.**  
A Florida Corporation

By: \_\_\_\_\_

George C. Schmeltz, President