

K57538

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

THE INSURANCE CENTER, INC.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF
AAC MERGER CORPORATION I
(a Florida corporation)
WITH AND INTO
THE INSURANCE CENTER, INC.
(a Florida corporation)

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

FIRST: The exact name, address of its principal office, jurisdiction and entity type of the surviving corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
The Insurance Center, Inc. 1908 E. Fletcher Avenue No. C Tampa, Florida 33612	Florida	K57538	Profit Corporation

SECOND: The exact name, address of its principal office, jurisdiction, and entity type of the merging corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
AAC Merger Corporation I 5500 Interstate North Parkway, Suite 600 Atlanta, GA 30328	Florida	P06000011313	Profit Corporation

THIRD: The Plan of Merger is attached.

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

FIFTH: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on January 10, 2006, and the Shareholders of the surviving corporation on January 26, 2006.

SIXTH: The Plan of Merger was adopted by the Board of Directors and Shareholders of the merging corporation on January 27, 2006.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

EIGHTH: SIGNATURES FOR EACH PARTY:

SURVIVING CORPORATION:

THE INSURANCE CENTER, INC., a
Florida corporation

By: 

Name: Stephan J. Miller

Its: Secretary

MERGING CORPORATION:

AAC MERGER CORPORATION I, a
Florida corporation

By: _____

Name: Mark H. Hain

Its: Senior Vice President

SIXTH: The Plan of Merger was adopted by the Board of Directors and Shareholders of the merging corporation on January 27, 2006.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

EIGHTH: SIGNATURES FOR EACH PARTY:

SURVIVING CORPORATION:

THE INSURANCE CENTER, INC., a
Florida corporation

By: _____
Name: Stephan J. Miller
Its: Secretary

MERGING CORPORATION:

AAC MERGER CORPORATION I, a
Florida corporation

By: Mark H. Hain
Name: Mark H. Hain
Its: Senior Vice President

H06000024195 2

PLAN OF MERGER I

This Plan of Merger is made effective this 27th day of January, 2006, between The Insurance Center, Inc., a Florida corporation (the "Survivor"), and AAC Merger Corporation I, a Florida corporation (the "Merging Corporation"). This Plan of Merger is submitted in compliance with section 607.1101 of the Florida Business Corporation Act (the "Act") and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. **Terms and Conditions of the Merger.** The Merging Corporation shall, pursuant to the provisions of the Act and that certain Agreement and Plan of Merger dated January 27, 2006, by and between the Merging Corporation and the Survivor (the "Merger Agreement"), be merged into the Survivor (the "Merger"), which shall continue to exist as the surviving corporation (the "Surviving Corporation") pursuant to the laws of the State of Florida. Upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Time"), the existence of the Merging Corporation shall cease.

2. **Articles of Incorporation.** The Articles of Incorporation of the Merging Corporation in effect as of the Effective Time shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

3. **Bylaws.** The Bylaws of the Merging Corporation in effect as of the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

4. **Officers and Directors.** The officers and directors of the Merging Corporation at the Effective Time shall be the officers and directors of the Surviving Corporation until their respective successors are duly elected and qualified.

5. **Conversion of the Survivor's Common Stock.** Each share of the Survivor's common stock, \$0.01 par value per share ("Survivor's Common Stock"), that is outstanding immediately prior to the Effective Time will, at the Effective Time by virtue of the Merger and without further action on the part of any holder thereof, be converted into the right to receive from the Surviving Corporation, in accordance with the terms and conditions of the Merger Agreement, an amount equal to the Merger Price (as such term is defined in the Merger Agreement), divided by the number of Company Shares (as that term is defined in the Merger Agreement) outstanding as of the Effective Time. Notwithstanding the foregoing, the Merger Price shall be subject to adjustment as provided for, and payable in accordance with, the terms of the Merger Agreement.

6. **Conversion of the Merging Corporation Shares.** Each share of the Merging Corporation's common stock, no par value per share ("Merging Corporation Common Stock"), that is issued and outstanding immediately prior to the Effective Time, will by virtue of the Merger and without further action on the part of Trustway Insurance Agencies, LLC, a Delaware limited liability company, as the sole shareholder of the Merging Corporation, be converted into and become one share of the Surviving Corporation's common stock, \$0.01 par value per share (the "Surviving Corporation's Common Stock"), which shall be the only shares of the Surviving Corporation's Common Stock issued and outstanding immediately after the Effective Time.

W06000024195 5

7. **Amendment of Plan of Merger.** The Board of Directors of both the Merging Corporation and the Survivor are authorized to amend this Plan of Merger at any time prior to the Effective Time, subject to Section 607.1103(8) of the Act.

[Signatures on Next Page]

H06000024195 3

IN WITNESS WHEREOF, the parties herein have caused this Plan of Merger to be duly executed on the date first set forth above.

SURVIVING CORPORATION:

THE INSURANCE CENTER, INC.

By: 

Name: Stephan J. Miller

Title: Secretary

MERGING CORPORATION:

AAC MERGER CORPORATION I

By: _____

Name: Mark H. Hain

Title: Senior Vice President

H06000024195 3

IN WITNESS WHEREOF, the parties herein have caused this Plan of Merger to be duly executed
on the date first set forth above.

SURVIVING CORPORATION:

THE INSURANCE CENTER, INC.

By: _____

Name: Stephen J. Miller

Title: Secretary

MERGING CORPORATION:

AAC MERGER CORPORATION I

By: Mark H. Hain

Name: Mark H. Hain

Title: Senior Vice President