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Division of Corporations

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**LOS 0000 77997**

**Florida Department of State  
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Account Number : 075410002172  
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Fax Number : (239)334-4100

**MERGER OR SHARE EXCHANGE  
INSURANCE MANAGEMENT COMPANY, LLC**

Certificate of Status	0
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002/006

FAX AUDIT NO.: H05000190314 3

**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Insurance Management Corporation of Southwest Florida, Inc. 1850 Boy Scout Drive, Suite A101 Fort Myers, Florida 33907	Florida	corporation

Florida Document Number: P99000040273

FEI Number: 65-0918523

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Insurance Management Company, LLC 1850 Boy Scout Drive, Suite A101 Fort Myers, Florida 33907	Florida	limited liability company

Florida Document Number: L05000077997

FEI Number: N/A

**THIRD:** The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

**FOURTH:** The merger is permitted under the laws of Florida and is not prohibited by the operating agreement or articles of organization of any limited liability company that is a party to the merger.

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

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

**INSURANCE MANAGEMENT  
CORPORATION OF SOUTHWEST  
FLORIDA, INC.,** a Florida corporation

**INSURANCE MANAGEMENT  
COMPANY, LLC,** a Florida limited liability  
company

By: *John J. Nelson*  
John J. Nelson, President

By: *John J. Nelson*  
John J. Nelson, Member

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004/006

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**PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes, as part of a tax-free reorganization under Internal Revenue Code Section 368(a)(1)(A) as a statutory merger and under Section 368(a)(1)(F) as a mere change in form of entity.

**FIRST:** The exact name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
INSURANCE MANAGEMENT CORPORATION OF SOUTHWEST FLORIDA, INC.	Florida

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
INSURANCE MANAGEMENT COMPANY, LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows:

1. **Merger.** In accordance with the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, Insurance Management Corporation of Southwest Florida, Inc. (the "Corporation"), shall merge with and into Insurance Management Company, LLC (the "Company") (the "Merger"), the separate existence of the Corporation shall cease, and the Company shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. **Effective Date.** The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Business Corporation Act and the Florida Limited Liability Company Act.

4. **Surviving Members.** The Members of the Surviving Entity as of the Effective Date shall remain the Members of the Surviving Entity following the Effective Date.

5. **Surviving Officers.** The officers of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the officers of the Surviving Entity after the Merger and shall hold office in accordance with the Operating Agreement of the Surviving Entity. The officers of the Surviving Entity are:

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President:	JOHN J. NELSON
Vice President:	BRADFORD C. CHILD
Vice President:	J. MICHAEL NELSON
Secretary/Treasurer:	R. MARK WEBB

**FOURTH:** The manner and basis of converting the shares of the merging party into membership units of the Surviving Entity, in whole or in part, into cash or other property are as follows:

A. Each shareholder of the Corporation who is also a Member of the Surviving Entity as of the Effective Date shall have their shares of common stock in the Corporation canceled of record as of the Effective Date. Each shareholder of the Corporation who is not a Member of the Surviving Entity at and as of the Effective Date shall receive cash equal to the fair value of his or her shares of common stock in the Corporation and said shares of common stock in the Corporation shall be extinguished as of the Effective Date. Each membership unit of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a membership unit following the Merger.

B. There are no authorized or outstanding rights to acquire interests, shares, membership units, obligations or other securities of any merged party. Therefore, there is not manner or basis of converting rights to acquire interests, shares, membership units, obligations or other securities of each merged party into rights to acquire interests, shares, membership units, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

**FIFTH:** The names and addresses of the Managers of the Surviving Entity are as follows:

JOHN J. NELSON  
7341 Heritage Palms Estates Drive  
Fort Myers, Florida 33912

R. MARK WEBB  
15 Baywood Court  
Fort Myers, Florida 33919

**SIXTH:** The intended purpose for merging the Company with the Corporation, with the Company being the Surviving Entity, is to effect a mere change in the legal form of said corporation under Florida state law to a limited liability company and, for federal income tax purposes, it is intended that the Surviving Entity be the successor in interest to and a continuation of said corporation, with the Merger being considered a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended.

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The undersigned have caused this Plan of Merger to be made and entered into as of  
this 4<sup>th</sup> day of August, 2005.

**THE MERGING PARTY:**

Insurance Management Corporation Of  
Southwest Florida, Inc.

By: John J. Nelson

John J. Nelson, President

**THE SURVIVING ENTITY:**

Insurance Management Company, LLC

By: John J. Nelson

John J. Nelson, Member

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