



L21024

ACCOUNT NO. : 072100000032

REFERENCE : 514165 4724975

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 245

FILED
99 DEC 14 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 13, 1999

ORDER TIME : 2:05 PM

ORDER NO. : 514165-005

CUSTOMER NO: 4724975

400003070014--6

CUSTOMER: Mr. John Emmanuel
Edwards & Angell
90 State House Square 9th Flr
Hartford, CT 06103

ARTICLES OF MERGER

THE ROBERT PLAN OF FLORIDA
CORP. OF FLORIDA

INTO

THE ROBERT PLAN OF NEW YORK
CORPORATION

RECEIVED
99 DEC 14 PM 2:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

EFFECTIVE DATE
12-31-99

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

C. COULLIETTE DEC 15 1999
EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE ROBERT PLAN OF FLORIDA CORPORATION, a Florida corporation,
L21024
MATERIAL DAMAGE ADJUSTMENT CORP. OF FLORIDA, a Florida
corporation, J72917
ROBERT FUNDING CORPORATION, a Florida corporation, P93000058643
MATERIAL DAMAGE ADJUSTMENT CORP., a New York corporation not
qualified
THE ROBERT PLAN OF NEW JERSEY CORPORATION, a New Jersey
corporation not qualified
INSTANT PREMIUM FINANCE CORP., a New York corporation not qualified

INTO

THE ROBERT PLAN OF NEW YORK CORPORATION, a New York
corporation not qualified in Florida.

File date: December 14, 1999, effective December 31, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 245.00

STATE OF FLORIDA
ARTICLES OF MERGER
OF

THE ROBERT PLAN OF NEW JERSEY CORPORATION, THE ROBERT PLAN OF
FLORIDA CORPORATION, MATERIAL DAMAGE ADJUSTMENT CORP., MATERIAL
DAMAGE ADJUSTMENT CORP. OF FLORIDA, ROBERT FUNDING CORPORATION,
AND INSTANT PREMIUM FINANCE CORP.

INTO

THE ROBERT PLAN OF NEW YORK CORPORATION

UNDER SECTION 607.1101 OF THE
FLORIDA BUSINESS CORPORATION ACT

FILED
99 DEC 14 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

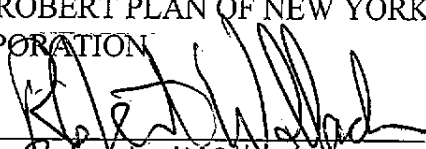
The undersigned hereby certify:

1. THE ROBERT PLAN OF NEW JERSEY CORPORATION, a New Jersey corporation, THE ROBERT PLAN OF FLORIDA CORPORATION, a Florida corporation; MATERIAL DAMAGE ADJUSTMENT CORP., a New York corporation; MATERIAL DAMAGE ADJUSTMENT CORP. OF FLORIDA, a Florida corporation; ROBERT FUNDING CORPORATION, a Florida corporation; and INSTANT PREMIUM FINANCE CORP., a New York corporation, shall merge with and into THE ROBERT PLAN OF NEW YORK CORPORATION, a New York corporation, pursuant to which merger (the "Merger"), THE ROBERT PLAN OF NEW YORK shall survive the Merger.
2. The Agreement and Plan of Merger is attached hereto as Exhibit A.
3. The effective date of the Merger shall be December 31, 1999.
4. The Merger was authorized in respect of each constituent corporation by the unanimous written consent of the holder of all of the issued and outstanding common shares of such corporation. The Merger was authorized for each corporation as of September 15, 1999.


EFFECTIVE DATE
12-31-99

IN WITNESS WHEREOF, we have signed this certificate as of this 1st day of December, 1999, and we affirm the statements herein as true under penalties of perjury.

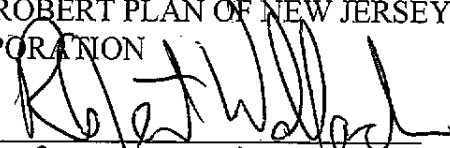
THE ROBERT PLAN OF NEW YORK CORPORATION

By: 
Name: Robert Wallach
Title: President


ROBERT FUNDING CORPORATION

By: 
Name: Robert Wallach
Title: Vice President

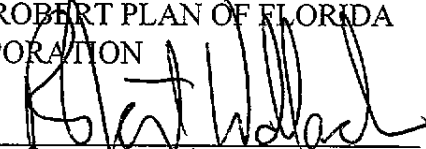
THE ROBERT PLAN OF NEW JERSEY CORPORATION

By: 
Name: Robert Wallach
Title: President


INSTANT PREMIUM FINANCE CORP.

By: 
Name: Robert wallach
Title: President


THE ROBERT PLAN OF FLORIDA CORPORATION

By: 
Name: Robert Wallach
Title: President

MATERIAL DAMAGE ADJUSTMENT CORP.

By: 
Name: Robert Wallach
Title: Executive Vice President

MATERIAL DAMAGE ADJUSTMENT CORP. OF FLORIDA

By: 
Name: Robert Wallach
Title: Executive Vice President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, adopted pursuant to Sections 901 and 907 of the New York Business Corporation Law, Section 607.1101 of the Florida Business Corporation Act and Section 14A:10-7 of the New Jersey Business Corporation Act, dated as of the 1st day of December, 1999, provides for and establishes the terms under which THE ROBERT PLAN OF NEW JERSEY CORPORATION, a New Jersey corporation, THE ROBERT PLAN OF FLORIDA CORPORATION, a Florida corporation; MATERIAL DAMAGE ADJUSTMENT CORP., a New York corporation; MATERIAL DAMAGE ADJUSTMENT CORP. OF FLORIDA, a Florida corporation; ROBERT FUNDING CORPORATION, a Florida corporation; and INSTANT PREMIUM FINANCE CORP., a New York corporation (collectively, the "Merged Corporations"), will merge with and into THE ROBERT PLAN OF NEW YORK CORPORATION, a New York corporation (the "Surviving Corporation").

SECTION I. Constituent Corporations. The constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
The Robert Plan of New York Corporation	New York
The Robert Plan of New Jersey Corporation	New Jersey
The Robert Plan of Florida Corporation	Florida
Material Damage Adjustment Corp.	New York
Material Damage Adjustment Corp. of Florida	Florida
Robert Funding Corporation	Florida
Instant Premium Finance Corp.	New York

The Merged Corporations and the Surviving Corporation shall merge with each other, pursuant to which merger (the "Merger"), The Robert Plan of New York Corporation shall be the surviving corporation. The name of the surviving corporation in the Merger is Robert Insurance Services Corporation.

SECTION II. Outstanding Shares of Constituent Corporations.

<u>Name</u>	<u>Designation and Par Value</u>	<u>Shares Outstanding</u>
The Robert Plan of New Jersey Corporation	Common - None	2,500
The Robert Plan of Florida Corporation	Common - \$1.00	7,500
Material Damage Adjustment Corp.	Common - None	200
Material Damage Adjustment Corp. of Florida	Common - None	60
Robert Funding Corporation	Common - \$1.00	100
Instant Premium Finance Corp.	Common - None	10
Robert Plan of New York Corporation	Common - None	100

All of the outstanding shares for each constituent corporation are entitled to vote.

SECTION III. Terms and Conditions of the Proposed Merger. The Merger shall become effective December 31, 1999 (the "Effective Time of the Merger"). At the Effective Time of the Merger, the separate corporate existences of the Merged Corporations shall cease, and the Merged Corporations shall be merged with and into the Surviving Corporation. The Surviving Corporation shall succeed to all the rights, privileges, immunities, licenses and franchises, and all the property, real, personal and mixed, of the Merged Corporations, without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporations, and neither the rights of creditors nor any liens on the property of the Merged Corporations shall be impaired by the Merger.

SECTION IV. Surviving Corporation Stock; Payment for Shares of Merged Corporation Stock. Each share of the Surviving Corporation stock issued and outstanding immediately prior to the Merger shall remain issued and outstanding following the Effective Time of the Merger. Each share of stock of the Merged Corporations issued and outstanding immediately prior to the Merger shall be canceled and retired at the Effective Time of the Merger without any further action.

SECTION V. Certificate of Incorporation; Name of Surviving Corporation. The Certificate of Incorporation of the Surviving Corporation as of the Effective Time of the Merger shall continue to be the Certificate of Incorporation of the Surviving Corporation following the Effective Time of the Merger.

SECTION VI. *By-Laws of Surviving Corporation.* The By-Laws of the Surviving Corporation as of the Effective Time of the Merger shall continue to be the By-Laws of the Surviving Corporation following the Effective Time of the Merger.

SECTION VII. *Directors and Officers.* The Directors and Officers of the Surviving Corporation as of the Effective Time of the Merger shall continue to be the Directors and Officers of the Surviving Corporation following the Effective Time of the Merger, until their successors are duly elected and qualified. The Directors and Officers of the Merged Corporations as of the Effective Time of the Merger shall cease to serve as Directors and Officers of the Merged Corporations and have no further function in such capacities.

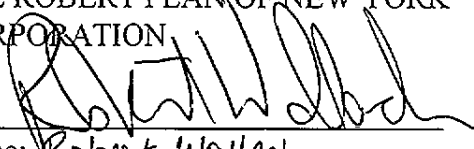
SECTION VIII. *Office of Surviving Corporation.* The principal office of the Surviving Corporation as of the Effective Time of the Merger shall be the principal office of the Surviving Corporation following the Effective Time of the Merger.

SECTION IX. *Execution of Agreement.* This Agreement and Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

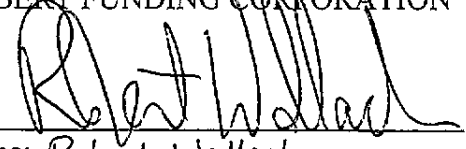
[remainder of page intentionally left blank]

IN WITNESS WHEREOF, each of the parties hereto has caused this agreement to be executed by a duly authorized officer as of the date first above written.

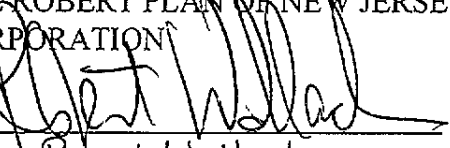
THE ROBERT PLAN OF NEW YORK CORPORATION

By: 
Name: Robert Wallach
Title: President

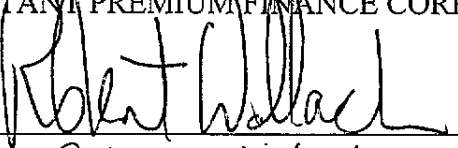
ROBERT FUNDING CORPORATION

By: 
Name: Robert Wallach
Title: Vice President

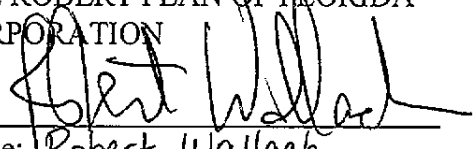
THE ROBERT PLAN OF NEW JERSEY CORPORATION

By: 
Name: Robert Wallach
Title: President


INSTANT PREMIUM FINANCE CORP.

By: 
Name: Robert Wallach
Title: President

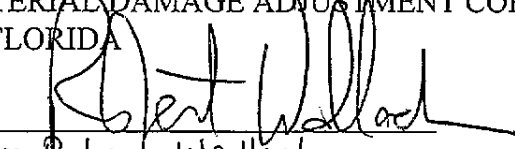
THE ROBERT PLAN OF FLORIDA CORPORATION

By: 
Name: Robert Wallach
Title: President

MATERIAL DAMAGE ADJUSTMENT CORP.

By: 
Name: Robert Wallach
Title: Executive Vice President

MATERIAL DAMAGE ADJUSTMENT CORP. OF FLORIDA

By: 
Name: Robert Wallach
Title: Executive Vice President