

L21024



ACCOUNT NO. : 072100000032

REFERENCE : 527023 4724975

AUTHORIZATION : --

COST LIMIT : \$ 35.00

Handwritten signature: Pam...

ORDER DATE : December 22, 1999

ORDER TIME : 1:32 PM

ORDER NO. : 527023-010

CUSTOMER NO: 4724975

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

700003079617--4

DOMESTIC AMENDMENT FILING

NAME: THE ROBERT PLAN OF FLORIDA CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

FILED
99 DEC 23 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 23 11:26 AM '99
TALLAHASSEE, FLORIDA

6.PATHE DEC 28 1999

STATE OF FLORIDA
ARTICLES OF CORRECTION

TO

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 23 PM 3: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby file this Articles of Correction pursuant to the provisions of
Section 607.0124 of the Florida Business Corporation Act:

1. The Articles to be corrected is the Articles of Merger filed with the Florida Secretary of
State on December 14, 1999, effective December 31, 1999, on behalf of the above named
corporations.

2. The inaccuracy in the Articles of Merger is as follows:

The name of the surviving corporation in the merger is not Robert Insurance Services
Corporation as stated in the Agreement and Plan of Merger attached as Exhibit A to the
Articles of Merger.

The name of the surviving corporation is The Robert Plan of New York Corporation.

2. The Articles of Correction hereby reads as follows:

Exhibit A to the Articles of Merger is replaced in its entirety by the Agreement and Plan
of Merger attached hereto as Exhibit 1.

IN WITNESS WHEREOF, we have signed this certificate as of this 20th day of December, 1999, and we affirm the statements herein as true under penalties of perjury.

THE ROBERT PLAN OF NEW YORK CORPORATION

By: Robert M. Wallach
Name: Robert M. Wallach
Title: President

ROBERT FUNDING CORPORATION

By: Robert M. Wallach
Name: Robert M. Wallach
Title: Vice President

THE ROBERT PLAN OF NEW JERSEY CORPORATION

By: Robert M. Wallach
Name: Robert M. Wallach
Title: President

INSTANT PREMIUM FINANCE CORP.

By: Robert M. Wallach
Name: Robert M. Wallach
Title: President

THE ROBERT PLAN OF FLORIDA CORPORATION

By: Robert M. Wallach
Name: Robert M. Wallach
Title: President

MATERIAL DAMAGE ADJUSTMENT CORP.

By: Robert M. Wallach
Name: Robert M. Wallach
Title: Executive Vice President

MATERIAL DAMAGE ADJUSTMENT CORP. OF FLORIDA

By: Robert M. Wallach
Name: Robert M. 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 The Robert Plan of New York Corporation.

SECTION H. 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.

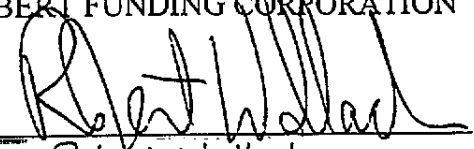
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IN WITNESS WHEREOF, each of the parties hereto has caused this agreement to be executed by a duly authorized officer as of the date first above written.


THE ROBERT PLAN OF NEW YORK CORPORATION

By: 
Name: Robert Wallach
Title: President

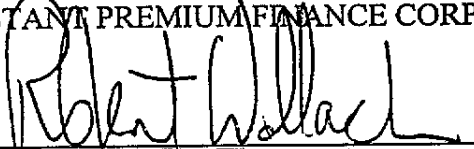
ROBERT FUNDING CORPORATION

By: 
Name: Robert Wallach
Title: Vice President

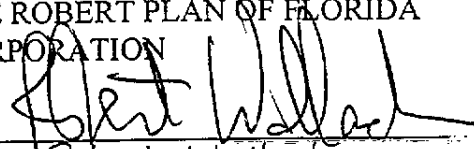
THE ROBERT PLAN OF NEW JERSEY CORPORATION

By: 
Name: Robert Wallach
Title: President

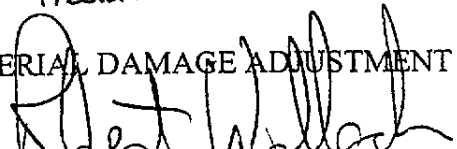
INSTANT PREMIUM FINANCE CORP.

By: 
Name: Robert Wallach
Title: President

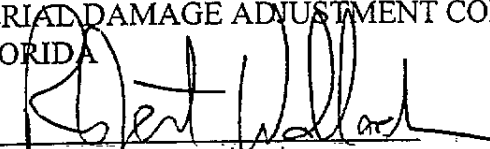
THE ROBERT PLAN OF FLORIDA CORPORATION

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