

L43055

FPIC INSURANCE GROUP, INC.

PEGGY A. PARKS
(904) 354-2482 3287
FPIC INSURANCE GROUP, INC.
225 WATER STREET
JACKSONVILLE FL 32202

December 4, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC -5 AM 10:17

EFFECTIVE DATE
1/01/02

VIA UNITED PARCEL SERVICE

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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RE: Articles of Merger of McCreary Corporation into Employers Mutual, Inc.

Dear Sir/Madam:

Enclosed for filing are an original and eleven copies of the Articles of Merger of McCreary Corporation into Employers Mutual, Inc. (the "Articles of Merger"). Please provide me with eleven certified copies of the Articles of Merger. Also enclosed is our check in the amount of \$166.25 representing the following required filing costs:

Merger (\$35.00 per party)	\$ 70.00
Eleven certified copies	<u>\$ 96.25</u>
Total	\$166.25

Please call me at (904) 354-2482, Ext. 3287 if you have any questions.

Yours truly,

Peggy A. Parks

Peggy A. Parks
Assistant Corporate Secretary/
Director of Paralegal Services

Enclosure (Check No. 017417)

Cc: Markus Mueller (w/o enc.)
Patrick Bowen (w/o enc.)
Roberta Goes Cown (w/o enc.)
Robert L Wortelboer, Jr. (w/o enc.)

Merger

V SHEPARD DEC 12 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

MCCREARY CORPORATION, a Florida corporation, P95000036313

INTO

EMPLOYERS MUTUAL, INC., a Florida entity, L43055

File date: December 5, 2001, Effective January 1, 2002

Corporate Specialist: Velma Shepard

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF MERGER
OF
MCCREARY CORPORATION
INTO
EMPLOYERS MUTUAL, INC.**

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NOV 11 02

Pursuant to the provisions of Sections 607.1105 and 628.451, Florida Business Corporation Act (2000), the undersigned corporations certify as follows:

FIRST, the names of the corporations, which are parties to the merger, are:

McCreary Corporation, a Florida corporation.

and

Employers Mutual, Inc., a Florida corporation.

Employers Mutual, Inc. shall be the surviving corporation.

SECOND, there shall be no change to the Articles of Incorporation of the surviving corporation.

THIRD, the Plan of Merger was approved by the sole shareholder of Employers Mutual, Inc. by Written Consent dated November 15, 2001 and was approved by the sole shareholder of McCreary Corporation by Written Consent dated November 20, 2001. A copy of the Plan of Merger is attached hereto and made a part hereof.

FOURTH, Employers Mutual, Inc. has authorized 400,000 shares of common stock, \$.01 par value per share, of which 236,000 shares of common stock are issued and outstanding. All of the issued and outstanding shares of common stock are owned by McCreary Corporation and all such shares voted in favor of the Plan of Merger. At the effective time of the merger, by virtue of the merger and without any action on the part of the holder thereof, the 164,000 authorized Employers Mutual, Inc. shares of common stock, \$.01 par value per share, shall remain unaffected by the merger and the 236,000 issued and outstanding shares of common stock, \$.01 par value per share

shall automatically be converted into 236,000 issued, outstanding, fully paid, and nonassessable shares of common stock, \$.01 par value per share, shall be held by FPIC Insurance Group, Inc.

FIFTH, McCreary Corporation has authorized 10,000 shares of common stock, \$.01 par value per share, of which 1,000 are issued and outstanding. All of the issued and outstanding common stock is owned by FPIC Insurance Group, Inc. At the effective time of the merger, by virtue of the merger, and without any action on the part of the holder thereof, each share of McCreary Corporation authorized and issued and outstanding common stock immediately prior to the effective time of the merger shall be cancelled.

SIXTH, McCreary Corporation, the sole shareholder of Employers Mutual, Inc., waived notice of meeting and the mailing of a copy of the Plan of Merger to it by Written Consent dated November 15, 2001, and FPIC Insurance Group, Inc., the sole shareholder of McCreary Corporation, waived notice of meeting and the mailing of a copy of the Plan of Merger to it by Written Consent dated November 20, 2001.

SEVENTH, the effective time of the merger shall be January 1, 2002.


DATED: December 4, 2001

MCCREARY CORPORATION



Patrick Bowen
President and Chief Executive Officer

EMPLOYERS MUTUAL, INC.



Markus Mueller
President and Chief Executive Officer

**PLAN OF MERGER
OF
MCCREARY CORPORATION
AND
EMPLOYERS MUTUAL, INC.**

THIS PLAN OF MERGER is entered into this 4th day of December, 2001, between McCreary Corporation ("McCreary"), a Florida corporation and a wholly owned subsidiary of FPIC Insurance Group, Inc., ("FPIC") a Florida corporation, and Employers Mutual, Inc. ("EMI"), a Florida corporation and a wholly-owned subsidiary of McCreary. Subject to the terms and conditions herein set forth, McCreary shall be merged into EMI (the "Merger"), and the Merger shall become effective on January 1, 2002 in conjunction with the filing of the Articles of Merger with the Florida Department of State pursuant to the provisions of the Florida Business Corporation Act (the "Effective Time"). At the Effective Time, the separate existence and corporate organization of McCreary shall cease, and EMI shall continue its corporate existence and organization as the surviving corporation under the corporate name "Employers Mutual, Inc.," and shall continue to be governed by the laws of the State of Florida. EMI, after the Effective Time, is hereinafter referred to as the "Surviving Corporation." At the Effective Time, by virtue of the Merger and without any action on the part of any holder thereof:

- (a) each of the 9,000 authorized shares of common stock of McCreary, par value \$.01 per share authorized immediately prior to the Effective Time, and each of the 1,000 shares of common stock of McCreary, par value \$.01 per share, issued and outstanding to FPIC immediately prior to the Effective Time (collectively, the "McCreary Shares"), shall be cancelled; and

- (b) each of the 164,000 authorized shares of common stock of EMI, par value \$.01 per share authorized immediately prior to the Effective Time of the Merger shall remain unaffected by the Merger, and each of the 236,000 shares of common stock of EMI, par value \$.01 per share, issued and outstanding to McCreary immediately prior to the Effective Time of the Merger, shall automatically be transferred to FPIC.

The Articles of Incorporation of EMI, as in effect at the Effective Time of the Merger, shall continue without change as the Articles of Incorporation of the Surviving Corporation. The Surviving Corporation, in addition to the powers conferred upon it by the Florida Business Corporation Act, shall have the powers set forth in said Articles of Incorporation, and shall be governed by the provisions thereof.

The Surviving Corporation shall have the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter set forth therein, or as is or may be, prescribed by the laws of the State of Florida, and all of the rights and powers of shareholders set forth therein, and all other provisions therein relating to shareholders, are granted and shall be held in force subject to this reservation.


At the Effective Time of the Merger, the Bylaws of EMI as in effect on such date, shall continue as the Bylaws of the Surviving Corporation until the same thereafter shall be altered, amended, or repealed in accordance with law, its Articles of Incorporation, or such Bylaws.

At the Effective Time of the Merger, the Surviving Corporation shall, without further act or deed, thereupon and thereafter succeed to, and possess all, of the McCreary and EMI (i) rights, privileges, immunities, and franchises, of a public, as well

as of a private nature, (ii) property, real, personal, and mixed, (iii) debts due on whatever account, including subscriptions of shares, and all other choses in action, and (iv) interests or liabilities of any other nature belonging to or due either of them. The Surviving Corporation shall be responsible and liable for all liabilities and obligations of McCreary and EMI, and any claim existing or action or proceeding pending by or against McCreary or EMI may be continued as if the Merger had not taken place, or the Surviving Corporation may be substituted in the proceedings for McCreary.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date first above written.

EMPLOYERS MUTUAL, INC.

By: 
Markus Mueller
President and Chief Executive Officer

MCCREARY CORPORATION

By: 
Patrick Bowen
President and Chief Executive Officer