

M07000000635

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000156670 3)))



H080001566703ABCO

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

08 JUN 23 AM 9:55

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

MERGER OR SHARE EXCHANGE

USI INSURANCE SERVICES LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

RECEIVED  
2008 JUN 23 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

G. MCLEOD

JUN 24 2008

Articles of Merger

Merging

**USI Insurance Services of Florida, Inc.**  
(a Florida corporation)

with and into

**USI Insurance Services LLC**  
(a Delaware limited liability company)

The following Articles of Merger are submitted to merge the following USI Insurance Services of Florida, Inc., a Florida profit corporation, with and into its parent entity, USI Insurance Services LLC, a Delaware limited liability company, in accordance with s. 607.1109 or 617.0302, Florida Statutes, and Section 18-209 of the Delaware Limited Liability Company Act (the "Act").

**FIRST:** The exact name, form/entity type, and jurisdiction for the merging corporation is USI Insurance Services of Florida, Inc., a Florida corporation.

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is USI Insurance Services LLC, a Delaware limited liability company.

**THIRD:** The attached plan of merger was unanimously approved by the sole Director and Sole Shareholder of USI Insurance Services of Florida, Inc. on June 13, 2008 in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

**FOURTH:** The attached plan of merger was unanimously approved by the Sole Manager and Sole Member of USI Insurance Services LLC on June 13, 2008, in accord with the Act.

**FIFTH:** The effective date and time of the merger is 4:00 p.m., June 30, 2008.

**SIXTH:** The surviving party's principal address in Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801.

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, Florida Statutes.

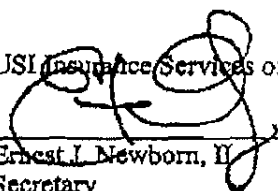
**EIGHTH:** The surviving party is qualified to do business as a foreign limited liability company in Florida.

**NINTH:** Signature(s) for Each Party:

08 JUN 23 AM 9:55

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

USI Insurance Services of Florida, Inc.



Ernest J. Newborn, II  
Secretary

USI Insurance Services LLC



Ernest J. Newborn, II  
Manager and Authorized Representative

**PLAN OF MERGER**  
**merging**

**USI Insurance Services of Florida, Inc.**  
**(a Florida corporation)**

**with and into**

**USI Insurance Services LLC**  
**(a Delaware Limited Liability Company)**

**FIRST:** The exact name, form/entity type, and jurisdiction for the merging corporation is USI Insurance Services of Florida, Inc., a Florida corporation.

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is USI Insurance Services LLC, a Delaware limited liability company.

**THIRD:** USI Insurance Services LLC owns 100% of the issued and outstanding shares of USI Insurance Services of Florida, Inc.

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

A. USI Insurance Services LLC shall merge its wholly-owned subsidiary, USI Insurance Services of Florida, Inc. with and into it in accord with the applicable provisions of Delaware and Florida law, respectively. USI Insurance Services LLC shall be the surviving company.

B. The Certificate of Formation of USI Insurance Services LLC shall not be amended as a result of the merger.

C. The Manager and officers of USI Insurance Services LLC immediately prior to the merger shall be and remain the Manager and officers of the surviving company following the merger until their successors are duly elected or appointed.

**FIFTH:**

A. Each issued and outstanding share of stock of USI Insurance Services of Florida, Inc. shall, as of the effective time of the Merger, be cancelled and surrendered to USI Insurance Services LLC (in accord with and as specifically permitted by the applicable terms of the Delaware Limited Liability Company Act) and thereafter be of no further force or effect.

B. There are no issued or outstanding rights to acquire the interests, shares,

obligations or other securities of USI Insurance Services of Florida, Inc.

**SIXTH:** The name and address of the Manager of USI Insurance Services LLC is Ernest J. Newborn, II, USI Holdings Corporation, 555 Pleasantville Road, Briarcliff Manor, NY 10510.

**SEVENTH:** The Merger has been unanimously authorized and approved by the consent of the sole Manager and sole Member of USI Insurance Services LLC in accord with the terms of the Delaware Limited Liability Company Act.