

# N93000001355

Holland & Knight LLP	
Requestor's Name	
315 S. Calhoun St.	
Address	
Tallahassee, Fl. 32301	425-5686
City/State/Zip	Phone #

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. IOR Holdings, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

IDR HOLDINGS, INC., a Delaware corporation not authorized to transact business  
in Florida

INTO

**NATIONAL COUNCIL ON COMPENSATION INSURANCE, INC.**, a Florida  
entity, N93000001355.

File date: December 28, 1999 , effective December 31, 1999

Corporate Specialist: Brenda Tadlock

ARTICLES OF MERGER  
OF  
IDR HOLDINGS, INC.  
INTO  
NATIONAL COUNCIL ON COMPENSATION INSURANCE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. IDR Holdings, Inc. 30 Old Rudnick Lane Suite 100 Dover, Delaware 19902	Delaware	Corporation

Florida Document/Registration Number: Not Applicable

FEI Number: \_\_\_\_\_

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
National Council on Compensation Insurance, Inc. 750 Park of Commerce Drive Boca Raton, Florida 33487	Florida	Corporation not for profit

Florida Document/Registration Number: N93000001355

FEI Number: 65-043698

**THIRD:** The attached Plan of Merger meets the requirements of Sections 607.1108 and 617.1103, Florida Statutes, and was approved by each corporation that is a party to the merger in accordance with Sections 607.1103(1) and (7) and 617.1103(1)(b), Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for Substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

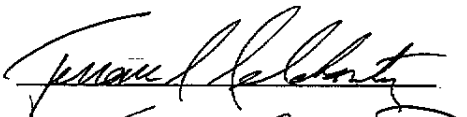

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of December 31, 1999.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

**(Note: Please see instructions for required signatures.)**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
IDR Holdings, Inc.		Terrence D. Delehanty Secretary
National Council on Compensation Insurance, Inc.		Terrence D. Delehanty General Counsel

## PLAN OF MERGER

### MERGER OF IDR HOLDINGS, INC. WITH AND INTO NATIONAL COUNCIL ON COMPENSATION INSURANCE, INC.

The following Plan of Merger, the terms of which comply with Sections 607.1104(1)(b) and 607.1108(3) Florida Statutes, was adopted and approved by each party to the merger in accordance with Sections 607.1103, 607.1104(1)(a) and (7) and 617.1103(1)(b), Florida Statutes, and is being delivered to the Secretary of State of Florida for filing as a part of the Articles of Merger in accordance with section 607.1109(1)(a), Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
IDR Holdings, Inc. (SUBSIDIARY)	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
National Council on Compensation Insurance, Inc. (PARENT)	Florida

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TALLAHASSEE, FLORIDA

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

The merging company shall go out of existence. The merger shall not result in any changes to the articles of incorporation or the bylaws of the surviving party.

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

None of the outstanding shares of the merging party shall be converted into any securities of the survivor -- the parent -- or of any other corporation.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

NOT APPLICABLE.

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of  
General Partner(s)

If General Partner is a Non-Individual  
Florida Documentary/Registration No.

NOT APPLICABLE.

**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

NOT APPLICABLE.

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Agreement of Merger pursuant to Delaware General Corporation Law Section 257.

**EIGHTH:** Other provisions, if any, relating to the merger.

NOT APPLICABLE.