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From:
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Attn: Susan

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MERGER OR SHARE EXCHANGE

NCCI Rating, Inc.

Certificate of Status	0
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merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL COUNCIL ON COMPENSATION INSURANCE, INC., a FL corp.,
N93000001355

INTO

NCCI RATING, INC., a Delaware corporation not qualified in Florida.

File date: July 21, 2000

Corporate Specialist: Susan Payne

JUL 24 2000 11:32AM

HOLLAND AND KNIGHT 9043581872

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
NATIONAL COUNCIL ON COMPENSATION INSURANCE, INC.
A FLORIDA NOT FOR PROFIT CORPORATION
AND
NCCI RATING, INC.
A DELAWARE NONSTOCK CORPORATION**

Under Section 617.1107, Florida Statutes

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act pursuant to Section 617.1107, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NCCI Rating, Inc.	Delaware	Nonstock Corporation

SECOND: The name and jurisdiction of the merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
National Council on Compensation Insurance, Inc.	Florida	Not for Profit Corporation

THIRD: The Agreement and Plan of Merger is attached

The attached Agreement and Plan of Merger meets the requirements of Section 617.1101(2), Florida Statutes, and Section 256 of the General Corporation Law of the State of Delaware.

FOURTH: Adoption of Merger by Surviving Corporation

The Agreement and Plan of Merger was adopted by the sole member of the surviving corporation on July 20, 2000. The number of votes cast for the merger was sufficient for approval and the vote on the plan was as follows:

1 FOR
0 AGAINST.

FIFTH: Adoption of Merger by Merging Corporation

Prepared by Tammy Butler
Holland & Knight LLP (904) 353-2000
50 North Laura Street, Suite 3900
Jacksonville, FL 32202
Florida Bar No.: 0179914

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The Agreement and Plan of Merger was adopted by the sole member of the merging corporation on July 20, 2000. The number of votes cast for the merger was sufficient for approval and the vote on the plan was as follows:

1 FOR
0 AGAINST.

SIXTH: The surviving corporation 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 of any domestic corporation that is a party to the merger.

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

EIGHTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed and subscribed these Articles of Merger as of the 20th day of July, 2000, and hereby affirm that the statements made in the foregoing Articles are true under the penalties of perjury.

MERGING CORPORATION

NATIONAL COUNCIL
ON COMPENSATION
INSURANCE INC., a Florida
not for profit corporation

By: 

Terrence D. Delehan
Secretary

SURVIVING CORPORATION

NCCI RATING, INC.,
a Delaware nonstock corporation

By: 

Alfredo Guerra
Chief Financial Officer

**AGREEMENT AND PLAN OF MERGER
OF
NATIONAL COUNCIL ON COMPENSATION INSURANCE, INC.
INTO
NCCI RATING, INC.**

AGREEMENT AND PLAN OF MERGER, entered into as of the 20th day of July, 2000, made by and between The National Council on Compensation Insurance, Inc., a Florida not for profit corporation, and NCCI Rating, Inc., a Delaware nonstock corporation, such corporations being sometimes referred to herein collectively as the "Corporations".

WHEREAS, the names of the constituent corporations are The National Council on Compensation Insurance, Inc., a Florida not for profit corporation ("NCCI FL"), and NCCI Rating, Inc., a Delaware nonstock corporation ("NCCI Rating");

WHEREAS, pursuant to the Merger (as defined below), NCCI (FL) is being merged with and into NCCI Rating, and NCCI Rating shall be the surviving corporation of the Merger;

WHEREAS, the surviving corporation of the Merger shall change its name to The National Council on Compensation Insurance, Inc. upon the effective date of the Merger;

WHEREAS, the respective Boards of Directors of each of the Corporations and the members of NCCI (FL) and NCCI Rating have determined that it is advisable for, and in the best interests, of each of the Corporations to have NCCI (FL) merge with and into NCCI Rating (the "Merger") pursuant to the provisions of the Business Corporation Law of the State of Florida and the provisions of the General Corporation Law of the State of Delaware, with NCCI Rating to be the surviving corporation of the Merger and thereafter its name shall be The National Council on Compensation Insurance;

WHEREAS, the respective Boards of Directors of each of the Corporations have approved and adopted this Agreement and the members of NCCI (FL) and NCCI Rating have approved and adopted this Agreement.

NOW, THEREFORE, NCCI (FL) and NCCI Rating, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed to merge pursuant to Section 617.1107 of the Not for Profit Corporation Act of the State of Florida and Section 256 of the General Corporation Law of the State of Delaware, and do hereby agree upon and prescribe the terms and conditions of the Merger as follows:

FIRST: NCCI Rating, a Delaware nonstock corporation (the "Surviving Corporation") hereby merges into itself NCCI (FL), a Florida not for profit corporation (the "Merging Corporation"), and likewise, NCCI (FL) shall be and hereby is merged into NCCI Rating, which shall be the Surviving Corporation and which shall be governed by the laws of the State of Delaware.

SECOND: NCCI Rating shall change its name to The National Council on Compensation Insurance, Inc. upon the effective date of the Merger.

THIRD: The Certificate of Incorporation of the Surviving Corporation as is in effect on the effective date of the Merger, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation, except that the following shall be added as the Ninth provision in the Certificate:

NINTH: Provisions for the distribution of assets upon the dissolution or final liquidation of the Corporation shall be as stated in the Amended and Restated Bylaws of the Corporation. The Corporation also may make one or more distributions to its members upon partial liquidation of the Corporation.

FOURTH: The manner of converting the memberships of each of the Corporations into memberships of the Surviving Corporation shall be as follows:

The sole member of the Merging Corporation and the sole member of the Surviving Corporation being the same, the sole member of the Merging Corporation shall become the sole member of the Surviving Corporation.

FIFTH: The terms and conditions of the merger provided herein are as follows:

The Merging Corporation shall go out of existence. The Amended and Restated Bylaws of the Merging Corporation shall become the bylaws of the Surviving Corporation.

JUL 24 2000 11:33AM

HOLLAND AND KNIGHT 9043581872

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IN WITNESS WHEREOF, each of the Corporations has caused this Agreement of Merger to be certified, executed, and acknowledged on its behalf by an officer thereunto duly authorized as of the date first set forth above.

NATIONAL COUNCIL ON
COMPENSATION INSURANCE, a
Florida not for profit corporation.

By: 

Terrence D. Delehanty
Secretary

NCCI RATING, INC., a Delaware
nonstock corporation

By: 

Alfredo Guerra
Chief Financial Officer

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