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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BISYS COMMERCIAL INSURANCE SERVICES, INC.

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ARTICLES OF MERGER
(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
BISYS Commercial Insurance Services, Inc.	California	

Second: The name and jurisdiction of each merging corporation:

Association of Independent

<u>Drivers of America, Inc.</u>	<u>Florida</u>	
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Alternative Transportation
Providers Insurance

<u>Agency, Inc.</u>	<u>Florida</u>	
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<u>USA Insurance Group, Inc.</u>	<u>Florida</u>	
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Third: The Plan of Merger is attached as Annex A.

Fourth: The merger shall become effective on December 31, 2004.

Fifth: Adoption of Merger by surviving corporation -

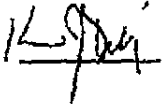
The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 20, 2004.

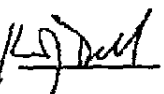
Sixth: Adoption of Merger by merging corporations -

The Plan of Merger was adopted by the sole shareholders of each of the merging corporations on December 20, 2004.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
----------------------------	------------------	--

BISYS Commercial Insurance Services, Inc.		Kevin J. Dell, Executive Vice President
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Association of Independent Drivers of America, Inc.		Kevin J. Dell, Executive Vice President
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CORPORATION SVC CO

NO. 666700 P. 3/8 147 3

Alternative Transportation
Providers Insurance Agency,
Inc.

Kevin J. Dell, Executive Vice President

USA Insurance Group, Inc.

Kevin J. Dell, Executive Vice President

(Attach additional sheets if necessary)

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CORPORATION SVC CO

NO. 666 P. 4/8
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ANNEX A

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AGREEMENT AND PLAN OF MERGER
OF
ASSOCIATION OF INDEPENDENT DRIVERS OF AMERICA, INC.
(a Florida corporation)
ALTERNATIVE TRANSPORTATION PROVIDERS INSURANCE AGENCY, INC.
(A Florida corporation)
-AND-
USA INSURANCE GROUP, INC.
(a Florida corporation)
INTO
BISYS COMMERCIAL INSURANCE SERVICES, INC.
(a California corporation)

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), adopted on December 20, 2004 by joint unanimous written consent of the Boards of Directors and sole shareholders of each of i) ASSOCIATION OF INDEPENDENT DRIVERS OF AMERICA, INC., a Florida corporation ("AIDA"); ii) ALTERNATIVE TRANSPORTATION PROVIDERS INSURANCE AGENCY, INC., a Florida corporation ("ATPIA"); iii) USA INSURANCE GROUP, INC., a Florida corporation ("USAIG"); and iv) BISYS COMMERCIAL INSURANCE SERVICES, INC., a California corporation ("BCIS").

1. AIDA, ATPIA and USAIG shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and the provisions of the California General Corporation Law (the "CGCL"), be merged with and into BCIS (the "Mergers"), which shall be the surviving corporation from and after the effective date of the Mergers, and which shall continue to exist as said surviving corporation under the name "BISYS Commercial Insurance Services, Inc." pursuant to the provisions of the CGCL. Upon the effective date of the Mergers, the separate existence of AIDA, ATPIA and USAIG shall cease pursuant to the provisions of the FBCA and the CGCL, and BCIS shall continue its existence as the surviving corporation pursuant to the provisions of the CGCL.

2. The shares of the capital stock of each of AIDA, ATPIA and USAIG, issued and outstanding as of the effective date of the Mergers, shall not be converted or exchanged in any manner, but each share of capital stock of each of AIDA, ATPIA and USAIG that is issued and/or outstanding as of the effective date of the Mergers shall be surrendered, canceled and extinguished without consideration. No shares of capital stock of BCIS, and no securities or other obligations convertible into or exchangeable for the capital stock of BCIS, are to be converted, exchanged, issued or delivered in any manner under this Agreement or the Mergers, and each share of the capital stock of BCIS which is issued and/or outstanding as of the effective date of the Mergers

shall continue to represent one (1) issued share of the capital stock of BCIS, the surviving corporation, and shall remain issued and/or outstanding.

3. The Articles of Incorporation of BCIS as in effect on the effective date of the Mergers shall be the Articles of Incorporation of the surviving corporation after the effective date of the Mergers and shall continue in full force and effect until amended or modified in the manner provided for therein and/or in the CGCL.

4. The By-laws of BCIS as in effect on the effective date of the Mergers shall be the By-laws of the surviving corporation after the effective date of the Mergers and shall continue in full force and effect until duly amended or modified as provided for therein, in the Articles of Incorporation of the surviving corporation and/or in the CGCL.

5. The directors and officers of BCIS in office on the effective date of the Mergers shall be the directors and officers of the surviving corporation from and after the effective date of the Mergers and shall continue to serve and hold their respective directorships and offices until their respective successors are duly elected and qualified or until their tenure is otherwise terminated in accordance with the By-laws of the surviving corporation and/or the CGCL.

6. This Agreement and the Mergers, have been duly, fully and unanimously authorized, approved and adopted by the board of directors and sole shareholder of each of AIDA, ATPIA and USAIG, respectively, in accordance with, and in the manner prescribed by, the provisions of the FBCA.

7. This Agreement and the Mergers, have been duly, fully and unanimously authorized, approved and adopted by the board of directors and sole shareholder of BCIS in accordance with and in the manner prescribed by the provisions of the CGCL.

8. The effective date of the Mergers shall be December 31, 2004.

9. AIDA, ATPIA, USAIG, and BCIS hereby stipulate that each will cause to be executed and filed and/or recorded any document or documents, and/or instruments prescribed by the laws of the State of Florida and the laws of the State of California, and that each will cause to be performed all necessary acts therein and elsewhere, to effectuate the Mergers.

10. Notwithstanding the adoption of this Agreement and the Mergers provided for herein, this Agreement and the Mergers provided for herein may be abandoned at any time prior to the effective date of the Mergers.

* * * * *

IN WITNESS WHEREOF, this Agreement is hereby executed on December 20, 2004 on behalf of each of the constituent corporations, which are parties to the Mergers contemplated herein.

**BISYS COMMERCIAL INSURANCE SERVICES,
INC.**

By: [Signature]
Name: Kevin J. Dell
Title: Executive Vice President
By: [Signature]
Name: Ed Forman
Title: Assistant Secretary

**ASSOCIATION OF INDEPENDENT DRIVERS
OF AMERICA, INC.**

By: [Signature]
Name: Kevin J. Dell
Title: Executive Vice President
By: [Signature]
Name: Ed Forman
Title: Assistant Secretary

**ALTERNATIVE TRANSPORTATION
PROVIDERS INSURANCE AGENCY, INC.**

By: [Signature]
Name: Kevin J. Dell
Title: Executive Vice President
By: [Signature]
Name: Ed Forman
Title: Assistant Secretary

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CORPORATION SVC CO

NO. 666002 8/8473

USA INSURANCE GROUP, INC.

By: [Signature]
Name: Kevin J. Bell
Title: Executive Vice President

By: [Signature]
Name: E J Forman
Title: Assistant Secretary