

From:

04/04/2006 14:32 #044 P.001/005

Division of Corporations

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P01000111612

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Insurance Specialist Group Inc.

Certificate of Status	0
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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Insurance Specialist Group Inc.</u>	<u>Florida</u>	<u>P01000111612</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>ISG Merger Acquisition Corp.</u>	<u>Delaware</u>	

Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on April 3, 2006

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 3, 2006

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction
Insurance Specialist Group Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction
ISG Merger Acquisition Corp.	Delaware

Third: The terms and conditions of the merger are as follows:

Subject to certain adjustments the outstanding shares of ISG Common Stock shall automatically be converted into and become the right of Ivan M. Spinner to receive, in the aggregate: (i) cash payments equal to \$920,000 and (ii) 1,000,000 shares of common stock, par value \$0.001 per share, of Health Benefits Direct Corporation, the parent corporation of ISG Merger Acquisition Corp.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each outstanding share of common stock, par value \$0.01 per share, of ISG Merger Acquisition Corp. shall be converted into one fully paid and non-assessable share of common stock of Insurance Specialist Group Inc., par value \$1.00 per share, and the stock of Insurance Specialist Group Inc. issued on that conversion will constitute all of the issued and outstanding shares of capital stock of Insurance Specialist Group Inc.

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Not applicable

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Not Applicable

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director _____

Typed or Printed Name of Individual & Title

Insurance Specialist Group Inc.



Ivan M. Spinner, President

ISG Merger Acquisition Corp.

10-7L

Scott Frohman, President

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