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Florida Department of State

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TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
HULL & COMPANY, INC.**

Certificate of Status	0
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C.COULLIETTE

JUL 29 2010

EXAMINER

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>Hull & Company, Inc.</u>	<u>Florida</u>	<u>P05000025302</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>MacDuff Pinellas Underwriters, Inc.</u>	<u>Florida</u>	<u>P95000044330</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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on July 26, 2010 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on July 26, 2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

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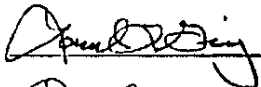
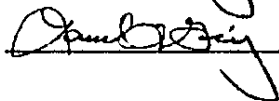
Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleHull & Company, Inc.Laurel L. Grammig, VPMacDuff PinellasLaurel L. Grammig, VPUnderwriters, Inc.

EXHIBIT "A"**PLAN OF MERGER**

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Hull & Company, Inc. ("Hull")	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
MacDuff Pinellas Underwriters, Inc. ("MacDuff")	Florida

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

A. Upon the filing of these Articles of Merger with the Florida Secretary of State (the "Effective Time"), MacDuff shall be merged with and into Hull. As a result of the merger, the separate existence of MacDuff shall cease and Hull shall continue as the surviving corporation of the merger.

B. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, the identity, all of the property (whether real, personal or mixed), rights, privileges, powers, immunities, franchises, debts, liabilities and duties of MacDuff shall be merged with, fully vest in and become the rights, privileges, powers, immunities, franchises, debts, liabilities and duties of Hull and the separate existence of MacDuff shall cease.

C. At the Effective Time, the Articles of Incorporation and the Bylaws of Hull shall be the Articles of Incorporation and Bylaws in effect.

D. At the Effective Time, the directors of the Hull shall be the directors to hold office in accordance with the Articles of Incorporation and Bylaws of Hull, until their successors are duly elected or appointed and qualified. Also at the Effective Time, the officers of Hull shall be the officers after the Effective Time, in each case until their respective successors are duly elected or appointed and qualified.

E. From and after the filing of these Articles of Merger, each share of the capital stock of MacDuff shall be canceled and retired. Each outstanding share of Hull common stock shall remain unchanged and outstanding.