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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

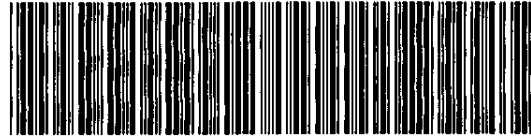
(Business Entity Name)

(Document Number)

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T. CLINE  
JUN - 7 2011  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Express Insurance & Financial Services, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Karl A. Burgunder

Contact Person

Law Office of Karl A. Burgunder

Firm/Company

1490 Swanson Drive, #200

Address

Oviedo, FL 32765

City, State and Zip Code

karl@cfbizlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karl A. Burgunder

Name of Contact Person

at ( 407 )

366-3555

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Certified Insurance Services, LLC LO4-55411	Florida	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Express Insurance & Financial Services, Inc. P07-22379	Florida	For Profit Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

\_\_\_\_\_  
Date of Filing

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

n/a  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

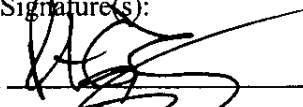


**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Express Insurance &amp; Financial Services, Inc.</u>		<u>Robert G. Franz</u>
<u>Certified Insurance Services, LLC</u>		<u>Dana Bigelow</u>
<u>Certified Insurance Services, LLC</u>		<u>Gregory Hemming</u>
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

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## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Certified Insurance Services, LLC	Florida	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Express Insurance & Financial Services, Inc.	Florida	For Profit Corporation

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

See attached

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(Attach additional sheet if necessary)

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**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached

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*(Attach additional sheet if necessary)*

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

See Attached

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*(Attach additional sheet if necessary)*

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**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

*(Attach additional sheet if necessary)*

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**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

See attached

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*(Attach additional sheet if necessary)*

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## PLAN OF MERGER

This Plan of Merger ("Plan,") consisting of sections 1 through 8 below, was adopted by Express Insurance & Financial Services, Inc., a Florida Corporation ("Express Insurance") and Certified Insurance Services, LLC, a Florida limited liability company ("Certified Insurance") (collectively the "Constituent Companies.") The Constituent Companies, by separate agreement entitled "Agreement and Plan of Merger," made effective as of April 29, 2011 (the "Agreement,") have agreed that Certified Insurance be merged into Express Insurance (the "Merger.") This Merger is being effected under this Plan in accordance with the applicable provisions of Florida Statutes Chapters 607, 608 and other applicable law ("Governing Law.")

1. Articles of Incorporation. The Articles of Incorporation of Express Insurance, as previously amended and in effect immediately before the effective date of the Agreement shall, without any changes, be the Articles of Incorporation of Express Insurance from and after the effective date of the Agreement until further amended as permitted by applicable law and the governing documents of Express Insurance

2. Effective Date of Merger / Distribution to Shareholders of the Constituent Companies. The Articles of Merger shall specify the effective date of the Merger (the "Effective Date,") which shall be the date of the filing of Articles of Merger in the office of the Florida Secretary of State – Division of Corporations. On the Effective Date, each limited liability company membership unit of Certified Insurance that shall be issued and outstanding at that time, and which shall represent all of the membership interests of Certified Insurance, shall, without more, be converted into and exchanged for 2,000 shares of the stock of Express Insurance and otherwise issued and distributed in accordance with the terms of the Agreement. Each share of Express Insurance's stock that is issued and outstanding immediately prior to and on the Effective Date shall continue as outstanding shares of Express Insurance's stock.

3. Satisfaction of Rights of Certified Insurance Shareholders. All shares of Express Insurance's stock into which membership units Certified Insurance shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Express Insurance's stock will not be issued incident to the Merger.

5. Effect of Merger. On the Effective Date, the separate existence of Certified Insurance shall cease, and Express Insurance shall be fully vested in Certified Insurance's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, as provided by Governing Law.

6. Supplemental Action. If at any time after the Effective Date, Express Insurance shall determine that any further conveyances, agreements, documents, instruments, and

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assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Express Insurance or Certified Insurance, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Express Insurance, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Express Insurance, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State. On April 29, 2011 Certified Insurance and Express Insurance shall cause their respective duly authorized officers, members, managers, or managing members, as the case may be, to execute Articles of Merger and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Express Insurance to the Florida Secretary of State.

8. Supremacy. The provisions of this Plan shall control over any conflicting provision of the Agreement. All provisions of the Agreement not in conflict with this Plan shall remain in full force and effect.

END

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