

P07000087282

(Requestor's Name)

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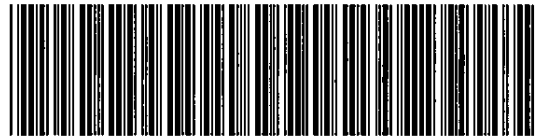
(Business Entity Name)

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RECEIVED  
07 AUG 30 PM 2:43  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

07 AUG 30 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*Merger*

C. Coufflette AUG 30 2007



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 185121 7363511

AUTHORIZATION

*[Handwritten signature]*

COST LIMIT : \$ 70.00

ORDER DATE : August 30, 2007

ORDER TIME : 2:03 PM

ORDER NO. : 185121-005

CUSTOMER NO: 7363511

ARTICLES OF MERGER

CGI ACQUISITION CORP.

INTO

COMBINED GROUP INSURANCE  
SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Joyce Markley

EXAMINER'S INITIALS: \_\_\_\_\_

# 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> <small>(If known/ applicable)</small>
Combined Group Insurance Services, Inc.	Texas	

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
CGI Acquisition Corp.	Florida	P07000087282

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
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 AND  
 FILED

**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 August 9, 2007.

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 August 9, 2007.

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)*



**PLAN OF MERGER OF  
CGI ACQUISITION CORP. AND  
COMBINED GROUP INSURANCE SERVICES, INC.**

This Plan of Merger was approved on August 9, 2007 by CGI Acquisition Corp., a corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date, and approved on August 9, 2007 by Combined Group Insurance Services, Inc., a corporation of the State of Texas, and by resolution adopted by its Board of Directors on said date.

1. CGI Acquisition Corp. and Combined Group Insurance Services, Inc. shall, pursuant to the provisions of the laws of the jurisdiction of organization of CGI Acquisition Corp. and of the Texas Business Corporation Act, be merged with and into a single corporation, to wit, Combined Group Insurance Services, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Texas Business Corporation Act. The separate existence of CGI Acquisition Corp., which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon said effective date in accordance with the provisions of the laws of the jurisdiction of its organization.

2. The articles of incorporation of the surviving corporation upon the effective date of the merger shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Texas Business Corporation Act.

3. The bylaws of the surviving corporation as in force and effect upon the effective date of the Merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Texas Business Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Texas Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation in compliance with the laws of the jurisdiction of its organization,

and, in the event that the Plan of Merger shall have been approved by the shareholders of the surviving corporation and the merger shall have been authorized by their duly adopted resolution in the manner prescribed by the provisions of the Texas Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Texas, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.