

Division of Corporations

Page 1 of 1

P92000010339

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Division of Corporations
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PARAMOUNT FINANCIAL INCORPORATED

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Florida Dept of State



December 29, 2005

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PARAMOUNT FINANCIAL INCORPORATED

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H05000292188 3

ARTICLES OF MERGER

EFFECTIVE DATE
1-1-06

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations, being validly and legally formed under the laws of the State of Florida and currently in good standing under the laws of that state, adopt the following Articles of Merger for the purpose of merging the corporations.

1. Effective 12:02 A.M. January 1, 2006, PREMIUM FUNDING CORP., Document # P96000048747, shall be merged with, and into, PARAMOUNT FINANCIAL INCORPORATED, Document # P92000010339, in accordance with a duly approved Plan and Agreement of Merger, and PARAMOUNT FINANCIAL INCORPORATED shall be the surviving corporation of the merger. Each share of stock of PREMIUM FUNDING CORP. outstanding on the effective date of the merger shall be converted into four shares of stock of PARAMOUNT FINANCIAL INCORPORATED stock.

2. No changes shall be made to the Articles of Incorporation of PARAMOUNT FINANCIAL INCORPORATED, the surviving corporation.

3. The Plan of Merger was approved by the shareholders of each corporation on December 28, 2005, through action taken by all of the shareholders without a meeting in compliance with Section 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the parties to these Articles of Merger have caused them to be duly executed by the respective authorized officers on December 28, 2005.

PREMIUM FUNDING CORP.


STEPHEN R. BIRGE, President

PARAMOUNT FINANCIAL INCORPORATED


STEPHEN R. BIRGE, Vice President

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