

P920000010473

CORPORATION(S) NAME

Healthcare Insurance Surplus Services, Inc. et al Merged Into: Galtney Co

0

0

Merger

000004336750--7

06/01/01 01001--003
****280.00 ****280.00

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name 2001 5/31/01 Order#: 4449016
Availability
Document
Examiner *DR*
Updater *DR*
Verifier
W.P. Verifier
Ref#:
Amount: \$

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

*00789, 00624, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

- HEALTHCARE INSURANCE SURPLUS SERVICES, INC., a Texas corp not authorized to transact business in Florida
- HIS INSURANCE AGENCY OF FLORIDA, INC., a Florida corp. P92000010473
- ENTERPRISE RISK SOLUTIONS, INC., a Texas corp not authorized to transact business in Florida
- HMO TEXAS HOLDINGS, INC., a Texas corp not authorized to transact business in Florida
- WESTERN LITIGATION SPECIALISTS, INC., a Texas corp not authorized to transact business in Florida
- HEALTHCARE RISK MANAGEMENT SERVICES, INC., a Texas corp not authorized to transact business in Florida
- PACE PREMIUM FINANCE COMPANY, a Texas corp not authorized to transact business in Florida

INTO

GALTNEY CORPORATE SERVICES, INC., a Texas entity not qualified in Florida.

File date: May 31, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 1, 2001

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: HIS INSURANCE AGENCY OF FLORIDA, INC.
Ref. Number: P92000010473

work-in
pick-up

We have received your document for HIS INSURANCE AGENCY OF FLORIDA, INC. and your check(s) totaling \$280.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

ATM
Annette Ramsey
Corporate Specialist

Letter Number: 501A00033253

Please Back Date!
Thank you!

4 need today if
possible.
THANKS

RECEIVED
DEPARTMENT OF STATE
2001 JUN -1 PM 3:43
TO: KATHERINE HARRIS
SECRETARY OF FLORIDA

ARTICLES OF MERGER
of
HEALTHCARE INSURANCE SURPLUS SERVICES, INC.
(a Texas corporation)
HIS INSURANCE AGENCY OF FLORIDA, INC.
(a Florida corporation)
ENTERPRISE RISK SOLUTIONS, INC.
(a Texas corporation)
HMO TEXAS HOLDINGS, INC.
(a Texas corporation)
WESTERN LITIGATION SPECIALISTS, INC.
(a Texas corporation)
HEALTHCARE RISK MANAGEMENT SERVICES, INC.
(a Texas corporation)
PACE PREMIUM FINANCE COMPANY
(a Texas corporation)
with and into
GALTNEY CORPORATE SERVICES, INC.
(a Texas corporation)

FILED
01 MAY 31 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Galtney Corporate Services, Inc.	Texas

SECOND: The names and jurisdictions of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Healthcare Insurance Surplus Services, Inc.	Texas
HIS Insurance Agency of Florida, Inc.	Florida
Enterprise Risk Solutions, Inc.	Texas
HMO Texas Holdings, Inc.	Texas
Western Litigation Specialists, Inc.,	Texas
Healthcare Risk Management Services, Inc.	Texas
Pace Premium Finance Company	Texas

THIRD: The Agreement and Plan of Merger is attached as Exhibit "A".

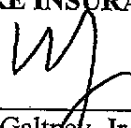
FOURTH: The merger shall become effective on May 31, 2001 at _____ a.m.

FIFTH: The Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation on May 30, 2001 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of the merging corporations on May 30, 2001, and shareholder approval was not required.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement as of the date first above written.

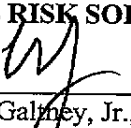
HEALTHCARE INSURANCE SURPLUS SERVICES, INC.

By: 
William F. Galtney, Jr., President

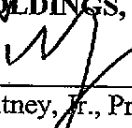
HIS INSURANCE AGENCY OF FLORIDA, INC.

By: 
William F. Galtney, Jr., President

ENTERPRISE RISK SOLUTIONS, INC.

By: 
William F. Galtney, Jr., Chief Executive Officer

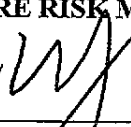
HMO TEXAS HOLDINGS, INC.

By: 
William F. Galtney, Jr., President

WESTERN LITIGATION SPECIALISTS, INC.

By: 
Robert B. Blasio, President

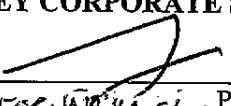
HEALTHCARE RISK MANAGEMENT SERVICES, INC.

By: 
William F. Galtney, Jr., Chief Executive Officer

PACE PREMIUM FINANCE COMPANY

By: 
George W. McCleary, Jr., President

GALTNEY CORPORATE SERVICES, INC.

By: 
George W. McCleary, Jr., President

AGREEMENT AND PLAN OF MERGER
of
HEALTHCARE INSURANCE SURPLUS SERVICES, INC.
(a Texas corporation)
HIS INSURANCE AGENCY OF FLORIDA, INC.
(a Florida corporation)
ENTERPRISE RISK SOLUTIONS, INC.
(a Texas corporation)
HMO TEXAS HOLDINGS, INC.
(a Texas corporation)
WESTERN LITIGATION SPECIALISTS, INC.
(a Texas corporation)
HEALTHCARE RISK MANAGEMENT SERVICES, INC.
(a Texas corporation)
PACE PREMIUM FINANCE COMPANY
(a Texas corporation)
and
GALTNEY CORPORATE SERVICES, INC.
(a Texas corporation)

This Agreement and Plan of Merger ("Agreement") dated as of the 30th day of May, 2001, is between Healthcare Insurance Surplus Services, Inc., a Texas corporation; HIS Insurance Agency of Florida, Inc., a Florida corporation; Enterprise Risk Solutions, Inc., a Texas corporation; HMO Texas Holdings, Inc., a Texas corporation; Western Litigation Specialists, Inc., a Texas corporation; Healthcare Risk Management Services, Inc., a Texas corporation; and Pace Premium Finance Company, a Texas corporation (hereinafter "the Merging Corporations"), and, Galtney Corporate Services, Inc., a Texas corporation ("GCS-TX" or the "Surviving Corporation"). Said corporations being hereinafter sometimes collectively called the "Constituent Corporations."

THE MERGER

1. *Terms and Conditions of the Merger.* Subject to and in accordance with the terms and conditions of this Agreement and in accordance with the Constituent Corporations corporation laws, at the Effective Time (as defined in Section 2) the Merging Corporations shall be merged with and into GCS-TX (the "Merger"). As a result of the Merger, the separate existence of the Merging Corporations shall cease and GCS-TX shall continue as the Surviving Corporation, and all the properties, rights, privileges, powers and franchises of the Merging Corporations shall vest in GCS-TX, without any transfer or assignment having occurred, and all debts, liabilities and duties of the Merging Corporations shall attach to GCS-TX, all in accordance with the Constituent Corporations corporation laws.

2. *Mode of Carrying the Merger into Effect.* The parties hereto will cause the Merger to be consummated by filing merger documents with the respective Secretary of States offices in such form as required by, and executed in accordance with, the relevant provisions of

the Constituent Corporations corporation laws. The "Effective Time" of the Merger as that term is used in this Agreement shall mean on May 31, 2001 at _____ a.m.

3. *Effects of the Merger.* The Merger shall have the effects set forth in the applicable provisions of the Constituent Corporations corporation laws.

4. *Organizational Documents.* The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation and thereafter shall continue to be its Certificate of Incorporation until amended as provided therein and under the Delaware corporation laws.

5. *Manner and Basis of Conversion of Shares.* Subject to the terms of this Agreement, at the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations or their officers and directors, each share of common stock of each of the Merging Corporations issued and outstanding immediately prior to the Effective Time shall be converted into one (1) share of GCS-TX common stock. Each holder of a stock certificate or certificates representing outstanding shares of common stock of each of the Merging Corporations immediately prior to the Effective Time, upon surrender of such certificate or certificates to the Surviving Corporation after the Effective Time, shall be entitled to receive a stock certificate or certificates representing the number of shares of GCS-TX common stock, as provided above. Until so surrendered, each such stock certificate shall, by virtue of the Merger, be deemed for all purposes to evidence ownership of the number of shares of GCS-TX common stock as provided above.

7. *Taking of Necessary Action; Further Action.* The parties hereto shall take all such reasonable and lawful action as may be necessary or appropriate in order to effectuate the Merger as promptly as possible. If, at any time after the Effective Time, any such further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Merging Corporations, such entity shall direct their officers and directors to take all such lawful and necessary action.

[END OF PAGE]

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement as of the date first above written.

HEALTHCARE INSURANCE SURPLUS SERVICES, INC.

By: _____
William F. Galtney, Jr., President

HIS INSURANCE AGENCY OF FLORIDA, INC.

By: _____
William F. Galtney, Jr., President

ENTERPRISE RISK SOLUTIONS, INC.

By: _____
William F. Galtney, Jr., Chief Executive Officer

HMO TEXAS HOLDINGS, INC.

By: _____
William F. Galtney, Jr., President

WESTERN LITIGATION SPECIALISTS, INC.

By: _____
Robert B. Blasio, President

HEALTHCARE RISK MANAGEMENT SERVICES, INC.

By: _____
William F. Galtney, Jr., Chief Executive Officer

PACE PREMIUM FINANCE COMPANY

By: _____
George W. McCleary, Jr., President

GALTNEY CORPORATE SERVICES, INC.

By: _____
George W. McCleary, Jr., President