

P930000009469

THOMPSON COE

ATTORNEYS & COUNSELORS

DALLAS

AUSTIN

FIFTIETH ANNIVERSARY

Scot R. Hughes
shughes@thompsoncoe.com

Direct Dial: (214) 871-8279
Fax: (214) 871-8209

December 27, 2001

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

300004745543--8
-12/31/01--01082--006
*****70.00 *****70.00

Re: Articles of Merger for Space Coast Underwriters Insurance Agency, Inc.

To Whom It May Concern:

Pursuant to Section 607.1101 of the Florida Business Corporation Act, Space Coast Underwriters, Inc ("Space Coast") submits the enclosed original Articles of Merger for filing. Also enclosed is:

- (1) A true copy of the original Articles of Merger; and
- (2) A filing fee of Seventy Dollars.

If it is in the nature of your practice, I would request that your office return to me a filed, stamped copy of these Articles of Merger. Thank you very much for your attention to this matter. Please call or otherwise contact me if you have any questions, comments, or require additional information.

Sincerely,



Scot R. Hughes

SRH/srh
Enclosures

cc: Thomas E. Mangold
Joseph P. Crescio

7
FILED
02 FEB 18 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

THOMPSON COE

ATTORNEYS & COUNSELORS

Thompson, Coe, Cousins & Irons, L.L.P.
200 Crescent Court
Eleventh Floor
Dallas, Texas 75201-1853
(214) 871-8200 | Fax: (214) 871-8209

Scot R. Hughes
Direct Dial: (214) 871-8279
shughes@thompsoncoe.com

Austin
Dallas
Houston
Saint Paul

February 13, 2002

Ms. Teresa Brown
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

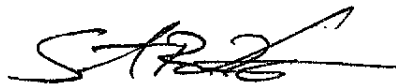
Re: Ref. Number P93000009469/Space Coast Underwriters Insurance Agency, Inc.

Dear Ms. Brown:

According to our phone conversation on February 13, 2002, enclosed is a revised first page of the Articles of Merger Between Space Coast Underwriters Insurance Agency, Inc. and CAP Insurance Solutions, Inc. This revision changes "CAP Solutions, Inc." to the corporation's proper name of "**CAP Insurance Solutions, Inc.**" Please note the changes made in the heading, the first and fourth paragraphs, and in the footer.

Thanks very much for your attention to this matter, and I apologize for any inconvenience that our original filing might have caused. Please contact me if you have any further questions or comments.

Sincerely,



Scot R. Hughes

RECEIVED
02 FEB 18 AM 10:50
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 10, 2002

SCOT R. HUGHES
THOMPSON, COE, COUSINS & IRONS, L.L.P.
200 CRESCENT COURT, ELEVENTH FLOOR
DALLAS, TX 75201-1853

SUBJECT: SPACE COAST UNDERWRITERS INSURANCE AGENCY, INC.
Ref. Number: P93000009469

We have received your document for SPACE COAST UNDERWRITERS INSURANCE AGENCY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 202A00001357

THOMPSON COE

ATTORNEYS & COUNSELORS

Thompson, Coe, Cousins & Irons, L.L.P.
200 Crescent Court
Eleventh Floor
Dallas, Texas 75201-1853
(214) 871-8200 | Fax: (214) 871-8209

Scot R. Hughes
Direct Dial: (214) 871-8279
shughes@thompsoncoe.com

Austin
Dallas
Houston
Saint Paul

February 1, 2002

Ms. Teresa Brown
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Ref. Number P93000009469/Space Coast Underwriters Insurance Agency, Inc.

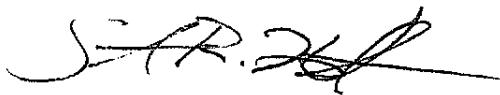
Dear Ms. Brown:

Enclose are the following documents:

1. An Original and one copy of the Articles of Merger Between Space Coast Underwriters Insurance Agency, Inc. and CAP Solutions, Inc.; and
2. A letter from you dated January 10, 2002 – Letter Number: 202A00001357.

I apologize for any inconvenience that our original filing might have caused. Please contact me if you have any further questions or comments.

Sincerely,



Scot R. Hughes

Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CAP INSURANCE SOLUTIONS, INC. a Florida entity, P00000108887

INTO

SPACE COAST UNDERWRITERS INSURANCE AGENCY, INC., a Florida
entity, P93000009469.

File date: February 18, 2002

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
BETWEEN
SPACE COAST UNDERWRITERS INSURANCE AGENCY, INC. AND
CAP INSURANCE SOLUTIONS, INC.**

FILED
02 FEB 18 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 of the Florida Business Corporation Act ("Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation.

FIRST: The names of the undersigned corporations and their respective states of incorporation are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
SPACE COAST UNDERWRITERS INSURANCE AGENCY, INC.	Florida
CAP INSURANCE SOLUTIONS, INC.	Florida

SECOND: The laws of Florida permit the merger.

THIRD: The name of the surviving corporation is **SPACE COAST UNDERWRITERS INSURANCE AGENCY, INC.**, a Florida corporation (the "Surviving Corporation"), which shall continue to be governed by the laws of the State of Florida.

FOURTH: The following Plan of Merger was approved by the stockholders of **CAP INSURANCE SOLUTIONS, INC.**, a Florida corporation (the "Disappearing Corporation") and the Surviving Corporation on December 1, 2001 in the manner prescribed by the Act:

I. Surviving Corporation. The Surviving Corporation shall continue its existence under its current name pursuant to the provisions of the Florida Law, and shall succeed without other transfer to all the rights and properties of the Disappearing Corporation and shall be subject to all the debts and liabilities of the Disappearing Corporation in the same manner as if Surviving Corporation had incurred them in accordance with the laws of the State of Florida.

II. Disappearing Corporation. The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

III. Terms of the Merger. Each share of the Disappearing Corporation's common stock outstanding on the Effective Date, by virtue of the Merger, shall be cancelled, shall cease to exist and shall be converted into the right to receive cash on December 1, 2001, in the amount of Two Thousand Dollars (\$2,000.00) per share.

IV. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida law.

V. Bylaws. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida law.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan are as follows:


Name of Corporation	Number of Shares Outstanding	Designation of Class	Shares Entitled to Vote as a Class
Surviving Corporation	1,000	N/A	0
Disappearing Corporation	100	N/A	0

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively are as follows:

Name of Corporation	Shares Entitled to Vote	Total Voted For	Total Voted Against	Voted For as a Class	Voted Against as a Class
Surviving Corporation	1,000	1,000	0	N/A	N/A
Disappearing Corporation	100	100	0	N/A	N/A

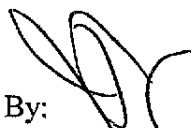
Executed on December 13, 2001.

Space Coast Underwriters Insurance Agency, Inc.

By: 

Joseph P. Crescio, President

CAP Insurance Solutions, Inc.

By: 

Joseph P. Crescio, President