

P930000 25953

Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0380

RECEIVING DATE
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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RECEIVED
05 JUL -1 AM 8:00
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
ROCAILLE ACQUISITION SUBSIDIARY INC.

FILED
05 JUN 29 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Filing

Public Access Help

Per my conversation with Karen, this was rejected because the name of the Florida entity was incorrect. Though I never received the actual rejection, I have corrected the name and I am resubmitting. Please give the date of submission as the file date and the effective date as June 30, 2005 (listed in doc) thanks.

Megan
7/1/05



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 1, 2005

ROCAILLE ACQUISITION SUBSIDIARY INC.
1661 WORTHINGTON ROAD
SUITE 100, ATTN: TERESA DENONCOURT
WEST PALM BEACH, FL 33409SUBJECT: ROCAILLE ACQUISITION SUBSIDIARY INC.
REF: P93000025953

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 245-6908.

Anna Chesnut
Document SpecialistFAX Aud. #: H05000159413
Letter Number: 605A00044062

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

EFFECTIVE DATE
8/30/05

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ARTICLES OF MERGER

MERGING

ROCAILLE ACQUISITION SUBSIDIARY INC.
(a Florida corporation)

INTO

INVESTORS MORTGAGE INSURANCE HOLDING COMPANY
(a Delaware corporation)

FILED
05 JUN 29 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign business corporation hereinafter named does hereby adopt the following articles of merger.

A. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Florida, is Rocaille Acquisition Subsidiary Inc. ("Rocaille").

B. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Investors Mortgage Insurance Holding Company (the "Company").

C. The number of outstanding shares of Rocaille is 1000, all of which are of one class, and all of which are owned by the Company.

D. The following is the Plan of Merger for merging Rocaille into the Company as approved by resolution of the Board of Directors of the Company:

1. Investors Mortgage Insurance Holding Company, which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of Rocaille Acquisition Subsidiary Inc., which is a business corporation of the State of Florida, hereby merges Rocaille Acquisition Subsidiary Inc. into Investors Mortgage Insurance Holding Company pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware effective on June 30, 2005.

2. The separate existence of Rocaille Acquisition Subsidiary Inc. shall cease at the time the merger takes effect pursuant to the provisions of the Florida Business Corporation Act; and Investors Mortgage Insurance Holding Company shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.

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3. The Certificate of Incorporation of Investors Mortgage Insurance Holding Company is not amended in any respect by this Plan of Merger.

4. The issued shares of Rocaille Acquisition Subsidiary Inc. shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be cancelled and extinguished without delivery of consideration therefor.

5. Each share of Investors Mortgage Insurance Holding Company outstanding immediately prior to the time the merger takes effect is to be an identical outstanding or treasury or unissued share of Investors Mortgage Insurance Holding Company after the time the merger takes effect.

6. No shares of Investors Mortgage Insurance Holding Company, and no shares, securities, or obligations convertible into such shares, are to be issued or delivered under this Plan of Merger.

7. The Board of Directors and the proper officers of Investors Mortgage Insurance Holding Company 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.

E. The laws of the jurisdiction of organization of the Company permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of the Company; and the merger of Rocaille into the Company is in compliance with the laws of the jurisdiction of organization of the Company.

F. Shareholder approval was not required.

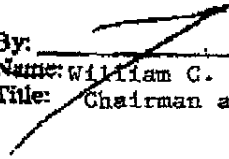
G. The merger herein provided for shall take effect in the State of Florida on June 30, 2005.

* * * * *

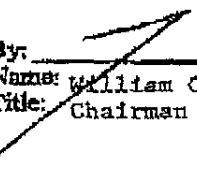
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IN WITNESS WHEREOF, the Company and Rocaille have duly executed these Articles of Merger this 29 day of June, 2005.

**INVESTORS MORTGAGE
INSURANCE HOLDING COMPANY**
a Delaware corporation

By: 
Name: William C. Erbey
Title: Chairman and Chief Executive Officer

**ROCAILLE ACQUISITION
SUBSIDIARY INC.**
a Florida corporation

By: 
Name: William C. Erbey
Title: Chairman and Chief Executive Officer

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