

12/21/2006 15:44 FAX

Division of Corporations

CARLTON FIELDS TPA

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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

FIRST COMMERCIAL INSURANCE COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
NEWPORT STAR REINSURANCE COMPANY
(a Florida corporation)
WITH AND INTO
FIRST COMMERCIAL INSURANCE COMPANY
(a Florida corporation)

Pursuant to Section 607.1105
of the Florida Business Corporation Act

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide as follows:

ARTICLE I

Names and State of Organization: Surviving Corporation

The name and state of organization of each of the constituent corporations to the merger are as follows:

Name	State of Organization
Newport Star Reinsurance Company	Florida
First Commercial Insurance Company	Florida

First Commercial Insurance Company is the sole shareholder of Newport Star Reinsurance Company. First Commercial Insurance Company, a Florida corporation, shall be the surviving corporation (the "Surviving Corporation").

ARTICLE II

Plan of Merger

The Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").

ARTICLE III

Approval of the Plan

The board of directors of Newport Star Reinsurance Company, a Florida corporation ("Newport"), reviewed, considered, and pursuant to an action taken by written consent in accordance with Section 607.0821 of the FBCA, duly adopted and approved the Plan of Merger on the 27th day of Nov, 2006.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
NEWPORT STAR REINSURANCE COMPANY
(a Florida corporation)

WITH AND INTO

FIRST COMMERCIAL INSURANCE COMPANY
(a Florida corporation)

Pursuant to Section 607.1105
of the Florida Business Corporation Act

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide as follows:

ARTICLE I

Names and State of Organization: Surviving Corporation

The name and state of organization of each of the constituent corporations to the merger are as follows:

Name	State of Organization
Newport Star Reinsurance Company	Florida
First Commercial Insurance Company	Florida

First Commercial Insurance Company is the sole shareholder of Newport Star Reinsurance Company. First Commercial Insurance Company, a Florida corporation, shall be the surviving corporation (the "Surviving Corporation").

ARTICLE II

Plan of Merger

The Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").

ARTICLE III

Approval of the Plan

The board of directors of Newport Star Reinsurance Company, a Florida corporation ("Newport"), reviewed, considered, and pursuant to an action taken by written consent in accordance with Section 607.0821 of the FBCA, duly adopted and approved the Plan of Merger on the 28th day of Nov, 2006.

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The board of directors of First Commercial Insurance Company, a Florida corporation ("First Commercial"), reviewed, considered, and pursuant to an action taken by unanimous written consent in accordance with Section 607.0821 of the FBCA, duly adopted and approved the Plan of Merger on the 28th day of Nov, 2006.

Pursuant to Section 607.1104(1)(a) of the FBCA, approval of the merger by the shareholders of Newport and First Commercial is not required.

ARTICLE IV
Effective Time

These Articles of Merger shall become effective on the date and at the time filed with the Secretary of State of the State of Florida.

(Signatures on Next Page)

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The undersigned have caused these Articles of Merger to be executed this the 28th day of Nov, 2006.

NEWPORT STAR REINSURANCE COMPANY,
a Florida corporation

By: 

Name: Michael Camilleri

Title: President

FIRST COMMERCIAL INSURANCE COMPANY,
a Florida corporation

By: 

Name: Reginald E. Beane

Title: President

TPA#2253471.4

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EXHIBIT A
PLAN OF MERGER

TPA#2253478.4

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PLAN OF MERGER OF
NEWPORT STAR REINSURANCE COMPANY
(a Florida corporation)
WITH AND INTO
FIRST COMMERCIAL INSURANCE COMPANY
(a Florida corporation)

This Plan of Merger (the "Plan of Merger"), dated the 28th day of Nov, 2006, describes the merger of Newport Star Insurance Company, a Florida corporation (the "Merging Corporation"), with and into First Commercial Insurance Company, a Florida corporation ("First Commercial" or the "Surviving Corporation"). The Merging Corporation and First Commercial are sometimes together called the "Constituent Corporations."

PREAMBLE

The boards of directors of each of the Constituent Corporations deem the Merger (as defined below), under the terms and conditions in this Plan of Merger, desirable and in the best interests of such Constituent Corporations and shareholders, and the boards of directors of each of the Constituent Corporations have adopted resolutions approving and adopting a Plan of Merger, dated the 28th day of Nov, 2006, between the Merging Corporation and First Commercial (the "Merger Agreement").

In consideration of the premises and mutual agreements herein contained, the Constituent Corporations do hereby agree that the Plan of Merger shall be as follows:

ARTICLE I
TERMS OF THE MERGER

1.1 **The Merger.** Upon the terms and subject to the conditions of this Plan of Merger, at the Effective Time (as hereafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation pursuant to the provisions of, and with the effect provided under, Florida law (the "Merger"). At the Effective Time, the separate corporate existence of the Merging Corporation shall cease and the First Commercial shall continue as the surviving corporation of the Merger.

1.2 **Effective Time.** The Articles of Merger (the "Articles of Merger") evidencing the transactions contemplated herein shall be properly executed and delivered for filing with the Secretary of State of the State of Florida. The Merger shall become effective on the date and at the time on which the Articles of Merger shall have been accepted for filing by the Secretary of State of the State of Florida (such time and date being referred to herein as the "Effective Time").

1.3 **Effect of the Merger.** From and after the Effective Time, the Merger will have the effects specified in Section 607.1106 of the Florida Business Corporation Act (the "FBCA"). Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the

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property, rights, privileges, powers and franchises of each of the Constituent Corporations shall be vested in the Surviving Corporation, and all debts, liabilities and duties of each of the Constituent Corporations shall become the debts, liabilities and duties of the Surviving Corporation.

ARTICLE II ARTICLES OF INCORPORATION AND BYLAWS

2.1 **Articles of Incorporation.** The Articles of Incorporation of First Commercial, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

2.2 **Bylaws.** The Bylaws of First Commercial, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

ARTICLE III BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

3.1 **Board of Directors.** The directors of First Commercial immediately prior to the Effective Time shall be the directors of the Surviving Corporation, until the earlier of their death, resignation or removal or until their respective successors are duly elected or appointed and qualified.

3.2 **Officers.** The officers of First Commercial immediately prior to the Effective Time shall be the officers of the Surviving Corporation, until the earlier of their death, resignation or removal or until their respective successors are duly elected or appointed and qualified.

ARTICLE IV CANCELLATION OF SHARES OF THE MERGING CORPORATION

Each share of common stock, par value of one dollar per share (\$1.00), of the Merging Corporation ("Merging Corporation Common Stock") issued and outstanding immediately prior to the Effective Time, shall be cancelled.

ARTICLE V CONDITIONS TO MERGER

Effectuation of this Plan of Merger is subject to the following conditions: (a) receipt of all consents, orders, approvals, and all other requirements prescribed by law which are necessary for consummation of the Merger; and (b) no court or governmental entity shall have enacted, issued, promulgated, enforced or entered any order, executive order, stay, decree, judgment or injunction or statute, rule, regulation which is in effect (whether temporary, preliminary or permanent) and which prevents or prohibits the consummation of the transactions contemplated by this Plan of Merger.

ARTICLE VI TERMINATION

At any time prior to the Effective Time, this Plan of Merger may be terminated by the mutual agreement of the board of directors of each of the Constituent Corporations, whether before or after

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the approval of this Plan and the Merger by the Constituent Corporations. In the event that this Agreement is so terminated, it shall be of no further force or effect and there shall be no liability by reason of this Agreement or its termination on the part of either the Constituent Corporations or of their respective directors, officers, employees, agents, shareholders or incorporators.

[Signatures on the Following Page]

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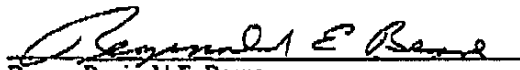
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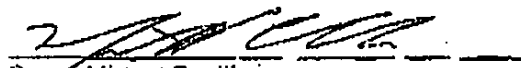
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Each of the Constituent Corporations has caused this Agreement to be duly executed on its behalf by its officers thereunto duly authorized, on the date first above written.

**FIRST COMMERCIAL INSURANCE
COMPANY,**
a Florida corporation


By: Reginald E. Beane
Title: President

NEWPORT STAR REINSURANCE COMPANY,
a Florida corporation


By: Michael Camilleri
Title: President