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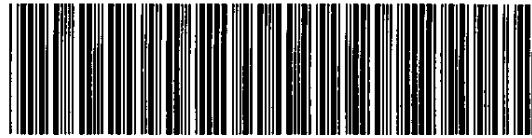
(Business Entity Name)

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07 AUG -8 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
Filed ✓

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merge
sf

GUY CARPENTER

Guy Carpenter & Company, LLC
One Madison Avenue
New York, NY 10010-3658
917 937 3000 Fax 917 937 3500

August 7, 2007

VIA OVERNIGHT COURIER

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Subject:

**Articles of Merger between Reinmex Florida, Inc. and Guy Carpenter México,
Intermediario de Reaseguro, S.A. de C.V.**

Dear Secretary of State:

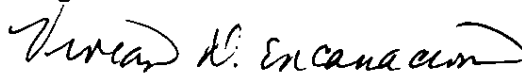
Enclosed for filing by the Florida Department of State are the Articles of Merger between Reinmex Florida, Inc., a Florida profit corporation ("Reinmex"), and Guy Carpenter México, Intermediario de Reaseguro, S.A. de C.V., a Mexican limited by shares company ("GC Mexico"), with Reinmex being merged into its parent company, GC Mexico. For the filing fee and requested certified copy of the filing, I have enclosed check number 59829 in the amount of \$78.75.

Kindly return the certified copy of the filing to me at the following address:

Guy Carpenter & Company, LLC
One Madison Avenue, 5th Floor
New York, NY 10010
Attention: Vivian D. Encarnacion, Esq.

Please let me know if you have any questions or require any further information for this filing.

Regards,



Vivian D. Encarnacion
Vice President

Encls.



Marsh & McLennan Companies

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Guy Carpenter de Mexico, Intermediario de Reaseguro, S.A. de C.V.
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Vivian D. Encarnacion

(Contact Person)

Guy Carpenter & Company, LLC

(Firm/Company)

One Madison Avenue

(Address)

New York, NY 10010-3658

(City, State and Zip Code)

For further information concerning this matter, please call:

Vivian D. Encarnacion

(Name of Contact Person)

at (917) 937-3220

(Area Code and Daytime Telephone Number)

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

FILED
07 AUG -8 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<small>Guy Carpenter de Mexico, Intermediario de Reaseguro, S.A. de C.V.</small>	<u>Mexico</u>	<u>Limited by shares company</u>
<u>Reinmex Florida, Inc.</u>	<u>Florida</u>	<u>Profit corporation</u>
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<small>Guy Carpenter de Mexico, Intermediario de Reaseguro, S.A. de C.V.</small>	<u>Mexico</u>	<u>Limited by shares company</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Av. Insurgentes Sur 1898, Piso 10

Col. Florida, Mexico City, CP 01030

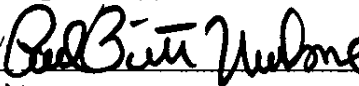
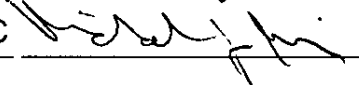
Mexico

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Guy Carpenter de Mexico, Intermediario de Reaseguro, S.A. de C.V.		Paul Britt Newhouse, Dir.
Guy Carpenter & Company, LLC		Michael J. Borik, Sec.
		Reinmex Florida,
		Inc.

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Guy Carpenter de Mexico, Intermediario de Reaseguro, S.A. de C.V.	Mexico	Limited by shares company
Reinmex Florida, Inc.	Florida	Profit corporation

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Guy Carpenter de Mexico, Intermediario de Reaseguro, S.A. de C.V.	Mexico	Limited by shares company

THIRD: The terms and conditions of the merger are as follows:

See shareholder resolutions attached

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See shareholder resolutions attached

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See shareholder resolutions attached

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See shareholder resolutions attached

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

See shareholder resolutions attached

(Attach additional sheet if necessary)

**RESOLUTIONS ADOPTED BY REINMEX FLORIDA, INC. ("REINMEX"),
PURSUANT TO ITS CURRENT BYLAWS.**

On July 30, 2007, Guy Carpenter Mexico, Intermediario de Reaseguro, S.A. de C.V. (hereinafter referred to as the "Company") as sole shareholder of the Reinmex, adopted the following resolutions:

FIRST RESOLUTION

It is hereby resolved (i) to approve, in all its terms, the financial statements of Reinmex as of March 3, 2007, and (ii) that such financial statements and the financial statements of the Company as of June 26, 2007, that shall be approved by the shareholders of the Company, shall serve as base for the merger hereby approved.

SECOND RESOLUTION

The merger between the Company and Reinmex Florida, Inc. is hereby approved, subsisting the first one as the surviving company, while the second company will be the merged corporation, subject to the terms and conditions provided in the Merger Agreement (as such term is hereinafter defined).

THIRD RESOLUTION

It is hereby approved the Merger Agreement that shall be executed between the Company and Reinmex, in the terms submitted to the shareholder of Reinmex, and it is hereby resolved to instruct the Secretary of Reinmex to attach a copy of the Merger Agreement to the file of the resolutions hereby adopted by the Reinmex, according to the following terms and conditions:

"MERGER AGREEMENT (the "Merger Agreement") entered into by and between GUY CARPENTER MEXICO, INTERMEDIARIO DE REASEGURO, S.A. DE C.V. (hereinafter referred to as the "Company") and REINMEX FLORIDA, INC. (hereinafter referred to as "Reinmex"), according to the following recitals and articles:

R E C I T A L S

1. The Company represents through its legal representative that:
 - a) It is company dully incorporated and validly existing under the laws of the Mexican Republic.
 - b) Its legal representative has sufficient authority and powers to execute this Merger Agreement.
2. Reinmex, represents through its legal representative that:

- a) It is a company dully incorporated and validly existing company under the laws of the State of Florida, United States of America.
- b) Its legal representative has sufficient authority and powers to execute this Merger Agreement.
- c) The merger hereby agreed, and the terms and conditions provided under this Merger Agreement have been dully approved by the shareholders of Reinmex.

Now therefore, for and in consideration of the foregoing recitals, the parties hereto enter into this Merger Agreement in terms of the following:

C L A U S E S

FIRST.- The parties hereto covenant and agree to merge pursuant to the terms and conditions of this Merger Agreement. Such merger and the terms and conditions of this Merger Agreement have been approved at the corresponding shareholders of the Company and Reinmex, respectively.

SECOND.- It is expressly agreed that in the merger, the Company shall be the surviving entity and Reinmex shall be the disappearing entity. Consequently, the Company shall subsist and Reinmex shall cease to exist.

THIRD.- As a consequence of the merger, all the assets, liabilities and, in general, all the patrimony of Reinmex, without any reserve or limitation whatsoever, shall be transferred and pass to the Company on the date the merger becomes effective. Such assets and liabilities are described in **Exhibit "A"** attached hereto. On such date, all assets and liabilities of Reinmex shall be consolidated with the Company's assets and liabilities.

FOURTH.- The parties hereby expressly agree that the merger shall be effected considering the values stated in the books and records of the Company and Reinmex, respectively, as set forth in the financial statements as of June, 26, 2007 and March 3, 2007 respectively. When the merger is effected, the shares representative of Reinmex's stock capital shall be cancelled.

FIFTH.- As a result of the merger, the Company shall not increase its minimum stock capital.

SIXTH.- An extract of the merger resolutions approved hereby the shareholders of the Company and Reinmex, and the balance sheets of each of such companies shall be published in the Official Gazette of the corporate domicile of each of the companies.

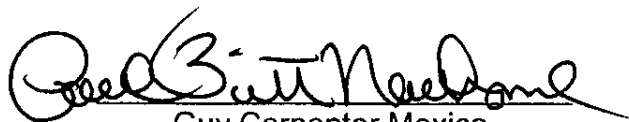
SEVENTH.- The merger shall be effective between third parties three months after the registered date before the Public Registry of Property and Commerce that corresponds to the corporate domicile of the parties hereto."

FOURTH RESOLUTION

It is hereby resolved to authorize Messer Pablo Mijares Ortega, Lorenza Kristin Langerica O'Hea, Marisol Palomares Navarro and Elian Ávila Zataray to appear jointly or severally before the notary public of their choice and notarize the contents of these resolutions.

This document consists of a version in Spanish and another in English, in connection with which it is stipulated that in the event of a controversy, the Spanish version will prevail.

Finally it is resolved (i) that these resolutions, once signed by all the shareholders of the Company (a) constitute the confirmation of the resolutions hereby adopted by the Company, (b) be sent to the Secretary of the Company, who shall transcribe the text of this resolutions in the corresponding minute book, and shall certify that the resolutions were passed in accordance with the bylaws of the Company.



Guy Carpenter Mexico,
Intermediario de Reaseguro, S.A. de C.V.

By: Paul Britt Newhouse
Position: Attorney in fact

Exhibit A

**Reinmex Florida, Inc.
Summarized Financial Statements
Unaudited
For the Year Ended 3/31/2007
(000's Omitted)**

**3/31/2007
(in \$USD)**

INCOME STATEMENT

Total Income	0
Total Expenses	<u>0</u>
Income before Taxes	0
Income Taxes	<u>0</u>
NET PROFIT	<u>0</u>

BALANCE SHEET

CURRENT ASSETS

Cash	592
Accounts Receivable	<u>30</u>
TOTAL CURRENT ASSETS	622
Fixed Assets	13
Prepaid Expenses	<u>13</u>
TOTAL ASSETS	<u>648</u>

CURRENT LIABILITIES

Accounts Payable	3
Accrued Income Taxes	<u>61</u>
TOTAL CURRENT LIABILITIES	64
Total Stockholder's Equity	<u>584</u>
TOTAL LIABILITIES & STOCKHOLDER'S EQUITY	<u>648</u>