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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Merger

Q. C. C. FEB 23 2005

**CT CORPORATION**

February 23, 2005

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 6306395 SO  
Customer Reference 1: CNA  
Customer Reference 2:

Dear Secretary of State, Florida:

Please obtain the following:

USI Insurance Services Of Florida, Inc. (FL)  
Merger (Survivor)  
Florida

USI Insurance Services Of Florida, Inc. (FL)  
Obtain Document - Misc - Certified copy of Filing  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

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

A WoltersKluwer Company

## ARTICLES OF MERGER

(Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
USI Insurance Services of Florida, Inc.	Florida	P96 0000 75927

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Karp IC Holdings, Inc.	Florida	L 36627

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 2/14/2005 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 2/14/2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION****Name of Corporation****Signature****Typed or Printed Name of Individual & Title**USI Insurance Services of  
Florida, Inc

Karp IC Holdings, Inc.

Ernest Newborn/Secretary &amp; Sole Director

Michael Karp/President &amp; Sole Director

**PLAN OF MERGER**  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

USI Insurance Services of Florida, Inc.

Jurisdiction

Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Karp IC Holdings, INC.

Jurisdiction

Florida

\_\_\_\_\_  
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**Third:** The terms and conditions of the merger are as follows:

In exchange for payment having been received as set forth in the Asset Purchase Agreement by and among USI Holdings Corporation, certain of its subsidiaries, Karp Insurance Consultants, Inc. and Michael C. Karp, Robert Oden, Allan Markels and Howard Farber, dated September 17, 1996, USI Insurance Services of Florida, Inc. shall acquire all of the issued and outstanding shares of Karp IC Holdings, Inc.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All of the outstanding shares of Karp IC Holdings shall be acquired by USI Insurance Services of Florida, Inc. in exchange for payment made under the Asset Purchase Agreement referenced above.

*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

**OR**

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows: