# P96000075927

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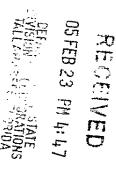
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SEURLIARY OF STATE TALLAHASSEE, FLORID



Mongen or continue FEB 2 3 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

## 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 <u>surviving</u> corporation:

Name	Jurisdiction	Document Number
USI Insurance Services of Florida, Im.	Florida	(If known/ applicable) P96 0000 75 927
Second: The name and jurisdiction of each	ch merging corporation:	
Name	Jurisdiction	Document Number (If known/ applicable)
Karp IC Holdings, Inc.	Florida	L 36627
		ZOUS TALL
	warmen and the state of the sta	JAN 23
Third: The Plan of Merger is attached.		PH 4:
Fourth: The merger shall become effecti Department of State.	ve on the date the Articles of	of Merger are filed with the Florida
	ific date. NOTE: An effective da	te cannot be prior to the date of filing or more
Fifth: Adoption of Merger by surviving The Plan of Merger was adopted by the sl		
The Plan of Merger was adopted by the be 2/14/2005 and sharehold	oard of directors of the survi der approval was not require	
Sixth: Adoption of Merger by merging of The Plan of Merger was adopted by the si		
The Plan of Merger was adopted by the be		· - •

(Attach additional sheets if necessary)

Spronth	SIGNATURES	FOR EACH	CORPOR	ATTON
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Name of Corporation	Signature	Typed or Printed Name of Individual & Title
USI Insurance Services of Fiorida, Inc	CLIX	Brnest Newborn/Secretary & Sole Director
Karp IC Holdings, Inc.	-119	Michael Karp/President & Sola Director
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#### 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.

Name USI Insurance Services of Florida, Inc.	Jurisdiction Florida
Second: The name and jurisdiction of each g	nerging corporation:
Name Karp IC Holdings, INC.	Jurisdiction Florida
<u> </u>	

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

First: The name and jurisdiction of the surviving corporation:

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

#### <u>OR</u>

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows: