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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
USI INSURANCE SERVICES OF FLORIDA, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

By and Between

Strategic Asset Advisors, Inc.
(a Florida Corporation),

and

USI Insurance Services of Florida, Inc.
(a Florida Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER (the "Articles") are made and entered into on this 29th day of August, 2006, by and among USI Insurance Services of Florida, Inc., a Florida corporation ("Parent"), and Strategic Asset Advisors, Inc., a Florida corporation ("Subsidiary").

WITNESSETH:

WHEREAS, Parent is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Subsidiary is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, Parent owns at least 80% of the outstanding shares of each class of capital stock of the Subsidiary;

WHEREAS, the Board of Directors of the Parent, pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), deems it advisable that Subsidiary be merged into Parent on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the state of Florida, which permit such merger.

NOW, THEREFORE, Parent and Subsidiary hereby state as follows:

ARTICLE I

Subsidiaries have been and shall be merged into Parent in accordance with the applicable provisions of the laws of the State of Florida, and pursuant to the Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan"), with Parent being the surviving corporation.

ARTICLE II

The Plan was approved and adopted by the directors of Parent as of August 29, 2006, in the manner prescribed by the Act and the approval of the shareholders of Parent is not required pursuant to Section 607.1104 of the Act.

ARTICLE III

Neither director nor shareholder approval of either of the Subsidiaries is required pursuant to Section 607.1104 of the Act.

ARTICLE IV

The surviving entity shall be Parent.

ARTICLE V

The Surviving Entity agrees to promptly pay to any dissenting shareholders of the Subsidiaries the amount, if any, to which it may be entitled under Section 607.1302 of the Act.

[Signatures are on the following page.]

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IN WITNESS WHEREOF, Parent, pursuant to the approval and authority duly given by resolution adopted by its Boards of Directors, has caused these Articles of Merger to be executed by the Secretary, as of the date first set forth above.

By: 

Name: Ernest J. Newborn, II

Title: Secretary

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EXHIBIT A

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AGREEMENT AND PLAN OF MERGER

By and Between

Strategic Asset Advisors, Inc.
(a Florida Corporation)

and

USI Insurance Services of Florida, Inc.
(a Florida Corporation)

Dated as of August 29, 2006

The following plan of merger is submitted in compliance with section 607.1104 of the Florida Business Corporation Act (the "Act") and any other applicable laws and statutes of Florida or any other jurisdiction.

FIRST: The name and jurisdiction of the surviving corporation shall be USI Insurance Services of Florida, Inc., a Florida domiciled corporation, (the "Company");

SECOND: The name and jurisdiction of the merging corporation is Strategic Asset Advisors, Inc., a Florida domiciled corporation, (the "Subsidiary Corporation");

THIRD: Company owns at least eighty percent (80%) of the outstanding shares of each class of the capital stock of Subsidiary Corporation;

FOURTH: As of the effective date of this merger, each share of the Subsidiary Corporation's Common Stock, \$1.00 par value per share that is issued and outstanding at the time that the merger becomes effective (but before cancellation thereof by operation of the Merger) will, by virtue of the Merger and without any action on the part of any holder thereof, automatically be canceled and extinguished and converted into and thereafter evidence the right to receive an equivalent amount of Common Stock, par value \$0.01, of the Company;

FIFTH: The Company agrees to promptly pay to any dissenting shareholders of the Subsidiary Corporations the amount, if any, to which it may be entitled under Section 607.1302 of the Act.

SIXTH: The Board of Directors of the Company will be the Board of Directors of the surviving corporation;

SEVENTH: The Officers of the Company will be the Officers of the surviving corporation.

EIGHT: The By-Laws of the Company will be the By-Laws of the surviving corporation.

[Signatures are on the following page.]

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IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their respective duly authorized officers as of the date first set forth above.

STRATEGIC ASSET ADVISORS, INC.

By: 

Name: Ernest J. Newborn, II

Title: Secretary

**USI INSURANCE SERVICES OF
FLORIDA, INC.**

By: 

Name: Ernest J. Newborn, II

Title: Secretary

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