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Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**  
**USI INSURANCE SERVICES OF FLORIDA, INC**

Certificate of Status	0
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Merge  
6/20/08  
5:28

Articles of Merger

Merging

**CICORP – USI, Inc.**  
(a Florida corporation)

with and into  
**USI Insurance Services of Florida, Inc.**  
(a Florida corporation)

FILED  
JUN 20 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge CICORP-USI, Inc., a Florida Profit Corporation with and into its parent entity, USI Insurance Services of Florida, Inc., in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for the merging corporation is CICORP-USI, Inc., a Florida corporation.

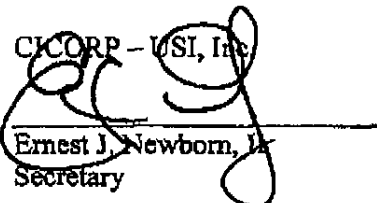
**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is USI Insurance Services of Florida, Inc., a Florida corporation.

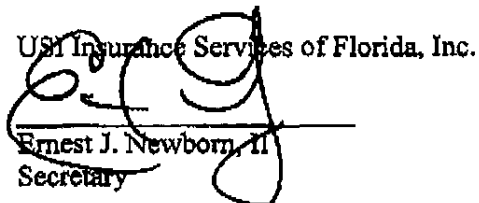
**THIRD:** The attached plan of merger was unanimously approved by the sole Director and Sole Shareholder of CICORP – USI, Inc. on June 13, 2008 in accordance with the applicable provisions of Chapters 607, Florida Statutes.

**FOURTH:** The attached plan of merger was unanimously approved by the sole Director and Sole Shareholder of USI Insurance Services of Florida, Inc. on June 13, 2008 in accordance with the applicable provisions of Chapters 607, Florida Statutes.

**FIFTH:** The effective time and date of the merger is 12:01 p.m., June 30, 2008.

**SEVENTH:** Signature(s) for Each Party:

CICORP – USI, Inc.  
  
Ernest J. Newborn, II  
Secretary

USI Insurance Services of Florida, Inc.  
  
Ernest J. Newborn, II  
Secretary

**PLAN OF MERGER**  
**merging**

**CICORP - USI, Inc.**  
**(a Florida corporation)**

**with and into**

**USI Insurance Services of Florida, Inc.**  
**(a Florida corporation)**

**FIRST:** The exact name, form/entity type, and jurisdiction of the merging corporation is CICORP - USI, Inc., a Florida corporation.

**SECOND:** The exact name, form/entity type, and jurisdiction for the surviving corporation is USI Insurance Services of Florida, Inc., a Florida corporation.

**THIRD:** USI Insurance Services of Florida, Inc. owns 100% of the issued and outstanding shares of CICORP - USI, Inc.

**FOURTH:** The terms and conditions of the merger are as follows:

A. USI Insurance Services of Florida, Inc. shall merge its wholly-owned subsidiary, CICORP - USI, Inc. with and into it in accord with the applicable provisions of Section 607, Florida Business Corporations law, including, without limitation, Sections 607.1101, 607.1103, and 607.1104 thereof. USI Insurance Services of Florida, Inc. shall be the surviving company.

B. The Articles of Incorporation of USI Insurance Services of Florida, Inc. shall not be amended as a result of the merger.

C. The Director and officers of USI Insurance Services of Florida, Inc. immediately prior to the merger shall be and remain the Director and officers of USI Insurance Services of Florida, Inc. following the merger until their successors are duly elected or appointed.

**FIFTH:**

A. Each issued share of CICORP - USI, Inc. immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into zero (0) shares of USI Insurance Services of Florida, Inc. The issued shares of USI Insurance Services of Florida, Inc. shall not be converted or exchanged in any manner,

but each such share which is issued at the effective time and date of the merger shall continue to represent such share of USI Insurance Services of Florida, Inc.

B. There are no issued or outstanding rights to acquire the interests, shares, obligations or other securities of CICORP – USI, Inc.