

Document Number Only
P96000094117

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

300003373653--6
-08/25/00--01087--018
****140.00 ****140.00

CORPORATION(S) NAME

AON HIG Acquisition Corporation

Merger

- ☐ Profit ☐ Amendment ☒ Merger
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
☐ Limited Liability Company
☐ Foreign ☐ Annual Report ☐ Other
☐ Limited Partnership ☐ Reservation ☐ Change of R.A.
☐ Reinstatement ☐ Fictitious Name
☐ Limited Liability Partnership ☐ CUS
☐ Certified Copy ☐ Photo Copies
☐ Call When Ready ☐ Call if Problem ☐ After 4:30
☐ Walk In ☐ Will Wait ☐ Pick Up
☐ Mail Out

FILED
00 AUG 25 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability	8/25/00
Document Examiner	NOR
Updater	NOR
Verifier	
Acknowledgment	
W.P. Verifier	

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS
LAURA EARNEST

RECEIVED
00 AUG 25 PM 2:16
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

HORIZON INTERNATIONAL GROUP OF FLORIDA, INC., a Fla corp.
P96000094117

HORIZON INTERNATIONAL GROUP LTD., a New York corp. not authorized to
transact business in Florida

HORIZON CONSULTING GROUP, INC., a New York corp. not authorized to
transact business in Florida.

INTO

AON HIG ACQUISITION CORPORATION, a New York corporation not qualified
in Florida.

File date: August 25, 2000

Corporate Specialist: Annette Ramsey

FILED
00 AUG 25 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Horizon International Group Ltd. (hereinafter called the "Merging Corporation - A")	New York
Horizon International Group of Florida, Inc. (hereinafter called the "Merging Corporation - B")	Florida -
Horizon Consulting Group, Inc. (hereinafter called the "Merging Corporation - C")	New York
Aon HIG Acquisition Corporation (hereinafter called the "Surviving Corporation")	New York

SECOND: The laws of the State of New York under which the Surviving Corporation is organized permits such merger and the Surviving Corporation is complying with those laws in effecting the merger.

THIRD: The Surviving Corporation is in compliance with Section 607.1101 and 607.1105 of the Florida Business Corporation Act and the Merging Corporation - B is in compliance with Section 607.1101.

FOURTH: A true copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein by this reference.

FIFTH: The effective date of the Certificate of Merger shall be on the date and at the time of filing the Articles of Merger with the Florida Department of State.

SIXTH: The Plan of Merger was (a) adopted by the unanimous written consent of the board of directors, and approved by the written consent of the sole shareholder of the Surviving Corporation on July 24, 2000 and, (b) adopted by the unanimous written consent of the board of directors and approved by the written consent of the sole shareholder of Merging Corporation - A, Merging Corporation - B, Merging Corporation - C on August 22, 2000.

Horizon International Group Ltd.
(a New York company
"Merging Corporation - A")

By: John Morrongiello
John Morrongiello
President

Horizon International Group of Florida, Inc.
(a Florida company
"Merging Corporation - B")

By: John Morrongiello
John Morrongiello
President

Horizon Consulting Group, Inc.
(a New York company
"Merging Corporation - C")

By: John Morrongiello
John Morrongiello
President

Aon HIG Acquisition Corporation
(a New York company
"Surviving Corporation")

By: Paul T. Slamar
Paul T. Slamar
Vice President & Assistant Secretary

**PLAN OF MERGER FOR
HORIZON INTERNATIONAL GROUP LTD. (A NEW YORK CORPORATION AND
HORIZON INTERNATIONAL GROUP OF FLORIDA, INC. (A FLORIDA CORPORATION)
AND HORIZON CONSULTING GROUP, INC. (A NEW YORK CORPORATION) AND AON
HIG ACQUISITION CORPORATION (A NEW YORK CORPORATION)**

- Parties:** The name of each constituent corporation is as follows: Horizon International Group Ltd., a New York corporation ("HIG"), Horizon International Group of Florida, Inc., a Florida corporation ("HIGF"), Horizon Consulting Group, Inc., a New York corporation ("HCG"), and Aon HIG Acquisition Corporation, a New York corporation ("AHIGAC").
- Survivor:** HIG and HIGF and HCG will merge into AHIGAC; the surviving corporation shall be AHIGAC.
- Terms:** At the Effective Time (defined below), and contemporaneously with the merger, HIG and HIGF and HCG will merge into AHIGAC, AHIGAC will merge HIG and HIGF and HCG into itself, and the separate existence of HIG and HIGF and HCG shall cease ("Merger"), AHIGAC will assume all of the rights, liabilities and obligations of each of the merging companies. The proper officers of each corporation will execute all such documents and take such action as may be necessary to effect this Merger between the parties and to transfer all of the property, rights, duties and obligations of HIG, HIGF and HCG to AHIGAC.
- Share Conversion:** At the Effective Time, and contemporaneously with the Merger, each issued and outstanding share of stock of AHIGAC shall be and remain issued and outstanding. Each issued and outstanding share of stock of HIG, HIGF, and HCG shall be surrendered for cancellation to be exchanged for a total of 321,544 shares of common stock of Aon Corporation, the parent company of AHIGAC.
- Bylaws; Amendment of Articles Incorporation:** The Bylaws of AHIGAC, as in effect immediately prior to the Effective Time, shall continue in full force as the Bylaws of the surviving company until thereafter changed or amended as provided therein or by applicable law. The Articles of Incorporation of AHIGAC, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the surviving company until thereafter changed or amended as provided therein or by applicable law, except only that the name of the surviving company shall be changed to be "Cambridge Horizon Consultants, Inc."
- Officers & Directors** As of the Effective Time, the present officers and the present Board of Directors of AHIGAC shall constitute the officers and Board of Directors of the surviving corporation until their next annual meeting or until such time as their successors shall be elected and qualified.
- Effective Time:** The Merger shall be effective on the date and at the time of filing the Articles of Merger with the proper departments of the states of incorporation of the companies.
- Amendment and Termination:** The Plan of Merger may be amended and terminated and abandoned by the Board of Directors of either party at any time prior to the Effective Time.