

P97000026785

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April 6, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: 1ST AMERICAN PLANNING, INC., and INSURANCE INTERMEDIARY
CONSULTING GROUP, INC.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Merger for the above corporations, together with a check in the amount of \$122.50; such sum representing the fee for filing (\$70.00) and a certified copy of the Articles of Merger (\$52.50).

Thank you for your anticipated cooperation.

Very truly yours,


Heather L. Doudna

Enclosure(s)

FILED
99 APR 19 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 26 1999

Merger

APR 26 1999

APR 26 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

1ST AMERICAN PLANNING, INC., a Florida corporation, P97000098019

INTO

INSURANCE INTERMEDIARY CONSULTING GROUP, INC., a Florida
corporation, P97000026785

File date: April 19, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

FOR

1ST AMERICAN PLANNING, INC. AND
INSURANCE INTERMEDIARY CONSULTING GROUP, INC.

FILED
99 APR 19 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of merging the above corporations under the Florida General Corporation Act, does hereby adopt the following Articles of Merger.

ARTICLE I

Name

The name of the surviving corporation shall be INSURANCE INTERMEDIARY CONSULTING GROUP, INC.

ARTICLE II

Effective Date

The effective date of the merger shall be March 31, 1999.

ARTICLE III

Plan of Merger

All assets and liabilities of 1st American Planning, Inc. shall become assets and liabilities of Insurance Intermediary Consulting Group, Inc. as of March 31, 1999.

The name of the surviving corporation shall be Insurance Intermediary Consulting Group, Inc..



The shares of stock issued in 1st American Planning, Inc. shall be converted into shares, one for one, of the surviving corporation, Insurance Intermediary Consulting Group, Inc.

ARTICLE IV


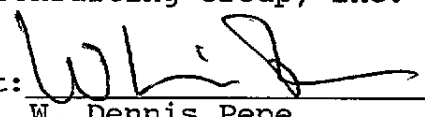
Adoption of Plan

The plan has been adopted by both the Shareholders and Directors of 1st American Planning, Inc. and Insurance Intermediary Consulting Group, Inc. at a special meeting of the Shareholders and Directors duly held on March 31, 1999.

IN WITNESS WHEREOF, the undersigned corporations have set their hand and seal this the 31st day of March, 1999.

By: 
Christopher York, President
1st American Planning, Inc.
Attest: 
Christopher York,
Secretary

(Corporate Seal)

By: 
W. Dennis Pepe, President
Insurance Intermediary
Consulting Group, Inc.
Attest: 
W. Dennis Pepe,
Secretary

(Corporate Seal)