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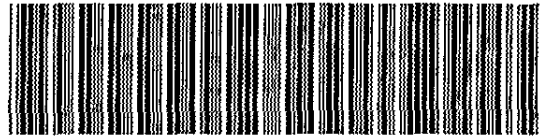
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December 16, 2002

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Employer's Risk Services of Florida, Inc.

Dear Sir/Madam:

Enclosed for filing please find the original and two copies of Amended Articles of Merger for Employer's Risk Services of Florida, Inc. These amended articles are to correct Articles of Merger previously filed with your office. Please file with your records and send a copy stamped back for our internal records. ✓

Enclosed is a check for \$70.00 for the filing fee. Thank you for your attention to this matter. Should you have any questions, please feel free to contact me.

Very truly yours,

HARNED, BACHERT & DENTON, LLP



Scott A. Bachert

SAB/car
Enclosures

HARNED, BACHERT & DENTON, LLP

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May 28, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314
Attn: Brenda Taploff

RE: Employers Risk Services of Florida, Inc. / JAFC, LLC
Articles of Correction of Articles of Merger and Plan of Merger

Dear Ms. Taploff:

Pursuant to your request, please find enclosed Articles of Correction of Articles of Merger and Plan of Merger regarding the Merger of Employers Risk Services of Florida, Inc., a Florida Corporation, and JAFC, LLC, a Kentucky Limited Liability Company. I believe we have now included all of the necessary information.

Thank you for your patience and cooperation in this matter. Should you need any additional information, please feel free to contact me.

Very truly yours,

HARNED, BACHERT & DENTON, LLP



Stephanie L. McGehee

SLM/ans
Enclosure

**ARTICLES OF CORRECTION
OF
ARTICLES OF MERGER AND PLAN OF MERGER**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

The following Articles of Correction of the Articles of Merger of Employer's Risk Services of Florida, Inc. and JAFC, LLC are hereby filed to correct certain errors in the original Articles of Merger and Plan of Merger filed on December 28, 2000:

1. Paragraph 1(a) of the Plan of Merger is hereby corrected to provide: **Employers Risk Services of Florida, Inc. a Florida corporation, shall be the non-surviving company, and all references in this plan of merger to "non-surviving company" or the "non-surviving corporation" shall be to that entity.**
2. Paragraph 1(b) of the Plan of Merger is hereby corrected to provide: **JAFC, LLC, a^{NR} Kentucky limited liability company, shall be the surviving company, and all references in this plan of merger to "surviving company" or "surviving corporation" shall be to that entity.**
3. Paragraph 4 of the Plan of Merger is hereby corrected to provide:
 - a. **Each share of Employers Risk Services of Florida, Inc. issued and outstanding on the effective date of the merger shall be converted into one unit of interest of JAFC, LLC, which units of interest shall thereupon be issued and outstanding. However, in no event shall fractional units of interest be issued. In lieu of the issuance of fractional units to which any shareholder of the non-surviving company would otherwise be entitled to as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based upon the market value of the interest on the effective date of the merger.**
 - b. **After the effective date of the merger, each shareholder of the non-surviving company shall surrender the stock certificates to the surviving company or to its duly appointed agent, in such manner as the surviving company shall legally require. On receipt of such stock certificates, the surviving company shall issue and exchange therefor certificates of interest in the surviving company, representing the number of units of interest to which such holder is entitled as provided above. The surviving company shall issue to an agent for the holders otherwise entitled to fractional units of interest, a certificate for the number of whole units representing the aggregate of such fractional units of interest, and the agent shall sell such whole units of interest and pay over the proceeds to the interest holders entitled thereto in proportion to their fractional units of interest.**

c. Holders of stock certificates of the non-surviving company shall not be entitled dividends payable on units of interest in the surviving company until certificates have been issued to such interest holders. Thereafter, each such interest holder shall be entitled to receive any dividends on units of interest of the surviving company issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such interest holder of the certificate for his units of interest in the surviving company.

4. Paragraph 8 shall be added to the Plan of Merger, shall be titled "**Members**", and shall provide as follows: **The names and addresses of the members of JAFC, LLC are as follows:**

**Tim A. Renfro
600 North Pine Island Road; Suite 400
Plantation, FL 33324**

**William B. Van Meter
3400 Fort Charles Drive
Naples, FL 34102**

5. Paragraph 9 shall be added to the Plan of Merger, shall be titled "**Managers**", and shall provide as follows: **The names and addresses of the managers of JAFC, LLC are as follows:**

**Tim A. Renfro
600 North Pine Island Road; Suite 400
Plantation, FL 33324**

**William B. Van Meter
3400 Fort Charles Drive
Naples, FL 34102**

6. Paragraph 6 of the Articles of Merger of Employer's Risk Services of Florida, Inc. and JAFC, LLC is hereby corrected as follows: **The effective date of the merger shall be January 1, 2000.**
7. Paragraph 7 shall be added to the Articles of Merger, and shall provide as follows: **The Operating Agreement of JAFC, LLC, the surviving company, does not prohibit this merger.**
8. Paragraph 8 shall be added to the Articles of Merger, and shall provide as follows: **The principal office address of JAFC, LLC, the surviving company, is as follows:**

324 East Tenth Avenue
Bowling Green, KY 42101

9. Paragraph 9 shall be added to the Articles of Merger, and shall provide as follows:
JAFC, LLC, the surviving company, is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members.
10. Paragraph 10 shall be added to the Articles of Merger, and shall provide as follows:
JAFC, LLC, the surviving company, has agreed to promptly pay to the dissenting members the amount, if any, to which such dissenting members are entitled under F.S. §608.4384.

Dated: _____

Employer's Risk Services of Florida, Inc.

JAFC, LLC

By: William B. Van Meter
William B. Van Meter

By: William B. Van Meter
William B. Van Meter

**AMENDED ARTICLES OF MERGER OF JAFC, LLC
WITH EMPLOYERS RISK SERVICES OF FLORIDA, INC.** 297-90124

The following Amended Articles of Merger are being filed pursuant to the provisions of F.S. 607.1109 to reflect the merger of Employers Risk Services of Florida, Inc, a corporation organized and existing under the laws of Florida, with and into JAFC, LLC, a limited liability company organized and existing under the laws of Kentucky.

NR

Whereas, the Articles of Merger previously filed were incorrect because of a scrivener's error as to the surviving entity as well as the effective date of the merger;

Whereas, these Amended Articles of Merger are filed to correct such errors;

The Amended Articles of Merger are hereby adopted to provide for the merger of JAFC, LLC and Employers Risk Services of Florida, Inc:

1. Attached hereto, marked Exhibit A, and incorporated herein by reference, is a copy of the Plan of Merger.
2. The laws of the state under which such foreign corporation is incorporated permit such merger.
3. The name of the surviving entity shall be JAFC, LLC, and it is to be governed by the laws of the Commonwealth of Kentucky.
4. On the date the Plan of Merger was adopted, all votes were cast by the shareholders of undersigned domestic corporation in the manner prescribed by statute in favor of the plan. The number of votes cast in favor of the plan was sufficient for approval of the plan.
5. On the date the Plan of Merger was adopted, all votes were cast by the members of the undersigned foreign limited liability company in the manner prescribed by the laws of the state under which it is incorporated in favor of the plan. The number of votes cast in favor of the plan was sufficient for approval of the plan.
6. The effective date of the merger shall be January 1, 2000.

Dated: November 11, 2002.

EMPLOYERS RISK SERVICES OF FLORIDA, INC.

JAFC, LLC



TIM A. RENTRO, SR.
President



WILLIAM B. VAN METER
Manager

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

AMENDED PLAN OF MERGER

This Amended Agreement made effective this 1st day of January, 2000, between **Employers Risk Services of Florida, Inc.**, a corporation organized and existing under the laws of the State of Florida, having its principal office at Lakeside Office Center, 600 North Pine Island Road #400, Plantation, Florida, and **JAFC, LLC**, a company organized and existing under the laws of the State of Kentucky, having a mailing address at Lakeside Office Center, 600 North Pine Island Road #400, Plantation, Florida.

1. Surviving Corporation.

a. Employers Risk Services of Florida, Inc. shall be the non-surviving company, and all references in this plan of merger to "non-surviving company" shall be to that entity.

b. JAFC, LLC shall be the surviving corporation, and all references in this plan of merger to "surviving corporation" shall be to that entity.

2. Management.

a. The Articles of Organizations of JAFC, LLC shall continue to be its Articles of Organization following the effective date of the merger, until the same shall be altered or amended.

b. The Operating Agreement of JAFC, LLC shall be and remain the Operating Agreement of the surviving entity until altered, amended, or repealed.

c. The managers of JAFC, LLC, in office on the effective date of the merger shall continue in office and shall constitute the managers of JAFC, LLC for the term elected until their respective successors shall be elected or appointed and qualified.

3. Rights, Privileges, etc.

a. On the effective date of the merger, JAFC, LLC shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the non-surviving company; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choices in action and all and every other interest of or belonging to or due to the non-surviving company shall be deemed to be transferred to and vested in JAFC, LLC without further act or deed, and the title to any property or any interest therein, vested in the non-surviving company shall not revert or be in any way impaired by reason of the merger.

b. On the effective date of the merger, JAFC, LLC shall be deemed responsible and liable for all the liabilities and obligations of the non-surviving company; and any claims existing by or against the non-surviving company may be prosecuted to judgment as if the merger had not taken place, or JAFC, LLC may be substituted in place of the non-surviving company. The rights of the creditors shall not be impaired by the merger. JAFC, LLC shall execute and deliver any and all documents, which may be required for it to assume or otherwise comply with the outstanding obligations of the non-surviving company.

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SECRETARY OF STATE
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4. Conversion of Shares.

The manner and basis of converting the interests of the non-surviving company into shares of the surviving corporation is as follows:

a. Each share of stock Employers Risk services of Florida, Inc issued and outstanding on the effective date of the merger shall be converted into one unit of interest of JAFC, LLC, which units shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the interest of the non-surviving company would otherwise be entitled to as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the stock on the effective date of the merger.

b. After the effective date of the merger, each holder of certificates of stock of the non-surviving company shall surrender them to the surviving corporation or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such interest certificates, the surviving corporation shall issue and exchange therefor certificates for shares of stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

c. Holders of share of stock of the non-surviving corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the surviving corporation.

5. Expenses.


JAFC, LLC shall pay all the expenses of accomplishing the merger.

6. Subsequent Acts.

If at any time JAFC, LLC shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in, JAFC, LLC, the title to any property or rights of the non-surviving company or to otherwise carry out the provisions hereof, the proper officers and directors of the non-surviving company as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in JAFC, LLC and to otherwise carry out the provisions hereof.

In witness whereof, all of the directors and shareholders of Employers Risk Services of Florida, Inc., and all of the managers and members of JAFC, LLC have executed this plan of merger under their respective seals on the day and year first above written.

JAFC, LLC:


WILLIAM B. VAN METER
Manager

Employers Risk Services of Florida, Inc.:


TIM A. RENFRO, SR.
President