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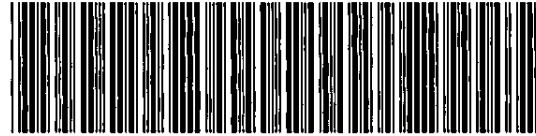
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merger

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TALLAHASSEE, FLORIDA

DR
3/31/10

● **APPROVED**

MAR 30 2010

**ARTICLES OF MERGER OF
AMERICAN COLONIAL INSURANCE COMPANY, Inc.**

Docketed by: 9H

WITH

ECHOLON INSURANCE COMPANY OF AMERICA,

Pursuant to the provisions of section 607.1104 of the Florida business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of the corporations.

1. the names of the undersigned corporations which are parties to the within merger are American Colonial Insurance Company, Inc. ("ACIC") and Echelon Insurance Company of America ("EICA"). American Colonial Insurance Company, Inc., is the surviving corporation.

2. The following plan of merger was approved by the board of directors of the undersigned, as the surviving corporation, in the manner prescribed by the Florida Business corporation Act on January 5, 2010:

Plan of Merger dated January 5, 2010, between American Colonial Insurance Company, Inc. ("ACIC"), referred to as the surviving corporation, and Echelon Insurance Company of America ("EICA"), referred to as the absorbed corporation.

STIPULATIONS

A. ACIC is a corporation organized and existing under the laws of the State of Florida, with its principal office at 260 Wekiva Springs Road, Suite 2060, Longwood, FL 32779, and is qualified to transact business as a foreign corporation in the states of Alabama, Georgia and Louisiana.

B. ACIC has a capitalization of \$4, 371,682.00, and 5,000,000 authorized shares of \$1.00 common stock, of which 1,500,723 shares are issued and outstanding.

C. EICA is a corporation organized and existing under the laws of the State of Florida with its principal office at 106 South Monroe Street , Tallahassee, FL 3 23 01

D. EICA has a capitalization of \$10,000,000.00 and 100,000 authorized shares of \$100.00 common stock of which 100,000 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that EICA be merged into ACIC pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

Section One. *Merger.* EICA shall merge with and into ACIC , which shall be the surviving corporation.

Section Two. *Terms and Conditions.* On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. *Conversion of Shares.* The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$ 100.00 common stock of EICA issued and outstanding on the effective date of the merger shall be converted into fifty (50) shares of the \$1.00 common stock of ACIC, which shares of common stock of the surviving corporation shall then 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 common stock of the absorbed corporation would otherwise be entitled 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 common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the 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 the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. *Changes in Articles of Incorporation.* The articles of incorporation of the surviving corporation shall be amended to become identical to the articles of incorporation of EICA as such articles existed at the time of the merger, except that the surviving corporation shall be authorized to issue 5,000,000 shares of common stock at a value of \$1.00 per share.

Section Five. *Changes in Bylaws.* The bylaws of the surviving corporation shall be amended to become identical to the bylaws of EICA as such bylaws existed at the time of the merger.

Section Six. *Directors and Officers.* The directors and officers of the surviving corporation the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. *Prohibited Transactions.* Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business and take all action necessary or appropriate under the laws of the State of Florida.

Section Eight. *Approval by Shareholders.* This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held at such time as to which the boards of directors of the constituent corporations may agree.

Section Nine. *Effective Date of Merger.* The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. *Abandonment of Merger.* This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before March 1, 2010; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. *Execution of Agreement.* This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows;

| Name of Corporation | Total Number of shares Outstanding | Designation Of Class | Number of Shares |
|---------------------|------------------------------------|----------------------|------------------|
| ACIC | 1,500,723 | Common | 1,500,723 |
| EICA | 100,000 | Common | 100,000 |

4. As to each of the undersigned corporations, 500,241 shares of ACIC voted for the plan and 100,000 shares of EICA voted for the plan, and as to any class entitled to vote as a class, 500,241 shares of the class of common shares of ACIC voted for the plan and 100,000 shares of the class of common shares of EICA voted for the plan.

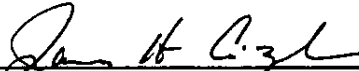
5. A copy of the Plan of Merger set forth in Article 2 was mailed to each shareholder of EICA and ACIC of record on January 22, 2010, and approved on February 26, 2010, by each shareholder.

Dated January 25, 2010.

Echelon Insurance Company of America

Attest:



Secretary


By 
James H. Cizek, President

[Corporate seal]

American Colonial Insurance Company, Inc.

Attest:


Secretary

By 
James H. Cizek, President

[Corporate seal]