



P98000041641

ACCOUNT NO. : 072100000032

REFERENCE : 197318 7139998

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 22, 2001

ORDER TIME : 11:29 AM

ORDER NO. : 197318-005

CUSTOMER NO.: 7139998

CUSTOMER: Mr. Selwyn Miller
Usi Holdings, Inc.
24th Floor
50 California Street
San Francisco, CA 94111

ARTICLES OF MERGER

KOLISCH INSURANCE USI, INC.

INTO

USI FLORIDA LIFE AND ESTATE
PLANNING DIVISION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

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-06/25/01--01102--001
*****70.00 *****70.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 25 PM 12:50
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
01 JUN 25 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COULLETTE JUN 26 2001

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

KOLISCH INSURANCE USI, INC., a Florida corporation, P98000062757

INTO

USI FLORIDA LIFE AND ESTATE PLANNING DIVISION, INC., a Florida entity,
P98000041641.

File date: June 25, 2001

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 25, 2001

CSC
ATTN: DARLENE
TALLAHASSEE, FL

SUBJECT: USI FLORIDA LIFE AND ESTATE PLANNING DIVISION, INC.
Ref. Number: P98000041641

RESUBMIT
Please give original
submission date as file date.

We have received your document for USI FLORIDA LIFE AND ESTATE PLANNING DIVISION, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The page following the Agreement of Merger is not clear as to the meaning you are saying that the Restated Articles are attached and the pages attached are not Restated Articles. In fact the pages attached are not even showing the same name in the merger. Please correct this document and returning for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Cheryl Coulliette
Document Specialist

Letter Number: 801A00038292

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>USI Florida Life and Estate Planning Division, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Kolisch Insurance USI, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

FILED
01 JUN 25 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 1, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s):

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on January 1, 2001 and shareholder approval was not required.

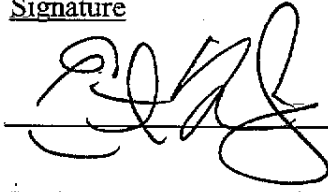
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

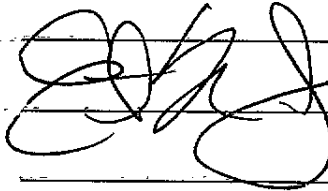
Typed or Printed Name of Individual & Title

USI Florida Life



Ernest J. Newborn, II, Secretary

Kolisch Insurance USI, Inc.



Ernest J. Newborn, II, Secretary

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

USI Florida Life and Estate Planning Division, Inc. Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Kolisch Insurance USI, Inc.

Florida

Third: The terms and conditions of the merger are as follows: SEE ATTACHED MERGER OF AGREEMENT.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follow: SEE ATTACHED MERGER OF AGREEMENT

**STATE OF FLORIDA
AGREEMENT OF MERGER
AGREEMENT OF MERGER
BETWEEN**

USI Florida Life and Estate Planning Division, Inc., a Florida Corporation

And

Kolisch Insurance USI, Inc., a Florida Corporation

This Plan and Agreement of Merger made and entered into on the 1st day of January, 2001, by and between **USI Florida Life and Estate Planning Division, Inc.**, the Surviving Corporation, a Florida Corporation, and **Kolisch Insurance USI, Inc.**, the Merging Corporation, a Florida Corporation.

WITNESSETH:

WHEREAS, **USI Florida Life and Estate Planning Division, Inc.** is a Corporation organized and existing under the laws of the State of Florida, its Articles/Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on May 6th, 1998; and

WHEREAS, **Kolisch Insurance USI, Inc.**, is a Corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the aggregate number of shares which **Kolisch Insurance USI, Inc., the Merging Corporation, a Florida Corporation**, a Corporation organized and existing under the laws of the State of Florida has authority to issue is 1,000 common shares, \$1.00 par value; and

WHEREAS, the Boards of Directors of each Constituent Corporation deems it advisable that **Kolisch Insurance USI, Inc.** be merged into **USI Florida Life and Estate Planning Division, Inc.** on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Florida, which permits such merger:

NOW, THEREFORE, in condition of the premises and agreements, covenants and provisions hereinafter contained, each Constituent Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

Kolisch Insurance USI, Inc., a Florida Corporation and **USI Florida Life and Estate Planning Division, Inc.**, a Florida Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida, and **Kolisch Insurance USI, Inc.**, a Florida Corporation merging into **USI Florida Life and Estate Planning Division, Inc.**, a Florida Corporation, which shall be the Surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Florida, hereinafter "Effective Date of The Merger:

1. The two (2) Constituent Corporations shall be a single corporation, with **USI Florida Life and Estate Planning Division, Inc.**, a Florida Corporation, as the Surviving Corporation, and the separate existence of each Constituent Corporation shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

ARTICLE III

The Articles/Certificate of Incorporation of **USI Florida Life and Estate Planning Division, Inc.** shall not be amended in any respect to this Agreement of Merger.

ARTICLE IV

The manner of converting the outstanding shares, licenses, property or debt, if any, of each Constituent Corporation shall be as follows: Upon the effective date of this Merger, the separate corporate existence of the Constituent Corporations shall terminate and all of the licenses, property, real, personal and mixed, and franchises of each of the Constituent Corporations and all debts due on whatever account to any of them, including subscriptions for shares and other choses in action belonging to any of them shall be deemed to be transferred to and vested in the Surviving Corporation, without any further action, and the title to any real estate, or any other interest therein, vested in any of the Constituent Corporations shall not revert or be in anyway impaired by reason of this Merger. The Surviving Corporation shall thenceforth be responsible for all liabilities of the Constituent Corporation.

IN WITNESS WHEREOF, each Constituent Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement of Merger (Plan and Merger) to be executed by an authorized officer of each party thereto.

USI Florida Life and Estate Planning Division, Inc., a Florida Corporation

BY: 
Its: Secretary

Kolisch Insurance USI, Inc., a Florida Corporation

BY: 
Its: Secretary

Dated: June 14, 2001