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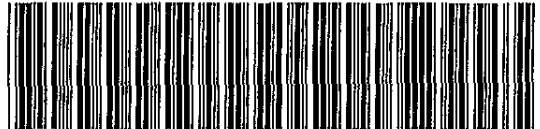
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OCT 25 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/3/04  
merger  
SB

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ALAN C. SHEPPARD OF COUNSEL

October 22, 2004

### VIA FEDERAL EXPRESS

Secretary of State  
Florida Department of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Articles of Merger between Parish Financial Services, Inc. and  
Access Insurance Corporation

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporations:

1. Original and one copy of the Articles of Merger between Parish Financial Services, Inc. and Access Insurance Corporation; with Exhibit A; and
2. A check in the amount of \$43.75, which reflects your fee for a Merger (35.00) and Certified Copy (\$8.75).

We would appreciate your filing the enclosed Articles of Merger and returning to us your certification and certified copy.

Thank you for your assistance and please call if you have questions regarding the enclosed information.

Sincerely,



Linda A. Hoffman  
For the Firm

LAH/ccb  
Enclosures

**ARTICLES OF MERGER BETWEEN  
PARISH FINANCIAL SERVICES, INC. AND ACCESS INSURANCE CORPORATION**

The following Articles of Merger between PARISH FINANCIAL SERVICES, INC. and ACCESS INSURANCE CORPORATION, are filed in accordance with the provisions of Sections 607.1101 and 607.1105, Florida Statutes.

1.

The acquired corporation is Access Insurance Corporation, a Florida corporation. The street address of its main office and principal place of business is 11 RaceTrack Road, Building G, Fort Walton Beach, Florida, 32548, and its Florida corporate number is P9800010527.

2.

The acquiring and surviving corporation is Parish Financial Services, Inc., a Louisiana corporation. The street address of its main office and principal place of business is 939 Cleveland Street, Franklinton, Louisiana 70438, and its Louisiana corporate number is 34531191D.

3.

The Joint Merger Agreement, attached hereto as Exhibit "A", which provides for the terms of the merger (the "Merger"), was duly adopted and affirmed by the Board of Directors of Parish Financial Services, Inc. on June 17, 2004. The Joint Merger Agreement was duly adopted by the Board of Directors of Access Insurance Corporation on June 17, 2004. The sole shareholder of both Parish Financial Services, Inc. and Access Insurance Corporation approved the Merger.

4.

Upon completion of the Merger, Parish Financial Services, Inc. and Access Insurance Corporation shall be one corporation, and Parish Financial Services, Inc. shall survive the Merger.

IN WITNESS WHEREOF, each corporation has signed this Agreement on this 19<sup>th</sup> day of October, 2004.

PARISH FINANCIAL SERVICES, INC.

ACCESS INSURANCE CORPORATION

By: Peter J. Link  
Peter J. Link  
Its Executive Vice President

By: Peter J. Link  
Peter J. Link  
Its Vice President

**FILED**  
04 OCT 25 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## JOINT MERGER AGREEMENT

This Joint Merger Agreement, dated as of the 17 day of June, 2004, is entered into by and between Parish Financial Services, Inc. (hereinafter referred to as the "Surviving Corporation") and Access Insurance Corporation (hereinafter referred to as the "Assimilated Corporation").

WITNESSETH:

WHEREAS, the Assimilated Corporation is a duly organized and validly existing corporation in good standing under the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is a duly organized and validly existing Louisiana corporation, in good standing under the laws of the State of Louisiana; and

WHEREAS, Parish National Bank, a national banking associated domiciled in the State of Louisiana, is the sole shareholder of the Surviving Corporation and the Assimilated Corporation; and

WHEREAS, the parties hereto desire that the Assimilated Corporation be merged with and into the Surviving Corporation pursuant to this Joint Merger Agreement (the "Agreement") providing for such merger (the "Merger"), on the date and at the time provided for herein (the "Effective Date").

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein contained, the parties hereby agree that the Assimilated Corporation shall be merged into the Surviving Corporation, which shall be the surviving entity, and that the terms and conditions of the Merger, including the mode of carrying the Merger into effect, shall be as follows:

### ARTICLE I

#### EFFECTIVE DATE

1.01 The Merger shall be effective as of the date (the "Effective Date") when this Agreement or a Certificate of Merger in lieu hereof is filed with the Secretary of State of Louisiana.

### ARTICLE II

#### EFFECT OF MERGER

2.01 On the Effective Date, the effect of the Merger shall be that established by Section 115 of the Louisiana Business Corporation Law, and without limitation thereof, shall include the following:

- (a) The Surviving Corporation and the Assimilated Corporation shall be one corporation, which shall be the Surviving Corporation, and which shall survive the Merger.
- (b) The separate existence of the Assimilated Corporation shall cease.
- (c) The Surviving Corporation shall possess all the rights, privileges, and franchises previously possessed by it, and those possessed by the Assimilated Corporation.
- (d) All of the property and assets of whatsoever kind or description of the Assimilated Corporation, and all debts due on whatever account to it, shall be taken and be deemed to be transferred to and vested in the Surviving Corporation without further act or deed.
- (e) The Surviving Corporation shall be responsible for all the liabilities and obligations of the Assimilated Corporation.

### ARTICLE III

#### MANNER OF CONVERSION OF SHARES

3.01 The manner and basis of converting the shares of the Assimilated Corporation into shares of the Surviving Corporation shall be as follows: as both the Assimilated Corporation and the Surviving Corporation are owned by the same owner on the Effective Date, (i) each share of stock of the Assimilated Corporation issued and outstanding on the Effective Date, and all rights with respect thereto, shall cease to exist and be canceled, and no additional shares in the Surviving Corporation shall be issued in exchange therefor, and (ii) the shares in the Surviving Corporation shall not be affected as a result of the Merger and shall remain the same shares of the Surviving Corporation.

### ARTICLE IV

#### ARTICLES OF INCORPORATION AND BY-LAWS OF SURVIVING CORPORATION

4.01 The Articles of Incorporation and the By-laws of the Surviving Corporation are not altered or otherwise affected by virtue of the merger.

### ARTICLE V

#### GENERAL

5.01 This Agreement shall be governed by and construed in accordance with the laws of

the State of Louisiana.

5.02. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, each corporation has signed this Agreement on this 17 day of June, 2004.

PARISH FINANCIAL SERVICES, INC.

ACCESS INSURANCE CORPORATION

By: Peter J. Link  
Peter J. Link  
Its Executive Vice President

Peter J. Link  
Peter J. Link  
Its Vice President

## ACKNOWLEDGMENT

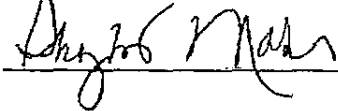
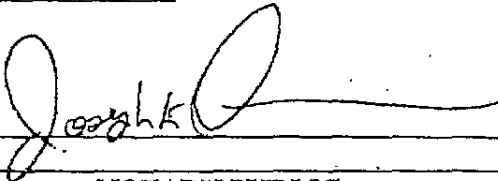
STATE OF LOUISIANA

PARISH OF ST. TAMMANY

BEFORE ME, the undersigned Notary Public duly commissioned and qualified in and for the aforesaid State and Parish, personally came and appeared PETER J. LINK, who being first duly sworn, declared and acknowledged unto me, Notary, and the undersigned witnesses, that he is the Vice President of Access Insurance Corporation, a corporation, and that as such officer and on behalf of such corporation, he signed and executed the above and foregoing Joint Merger Agreement, by authority of the Board of Directors of said corporation, and said appearer acknowledged said instrument to be the free act and deed of said corporation, for the purposes and considerations therein expressed.

IN WITNESS WHEREOF, this instrument is executed in the presence of the undersigned witnesses and me, Notary, on this 17 day of June, 2004.

WITNESSES:

  
PETER J. LINK

NOTARY PUBLIC

LOUISIANA BAR/NOTARY NO. \_\_\_\_\_

My Commission expires upon death.

JOSEPH E. OMNER  
Notary Public, St. Tammany Parish  
My Commission Expires at My Death  
Notary Number 9812

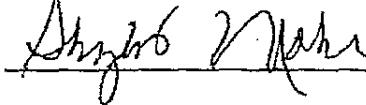
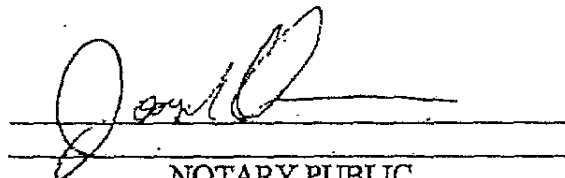
## ACKNOWLEDGMENT

STATE OF LOUISIANAPARISH OF ST. TAMMANY

BEFORE ME, the undersigned Notary Public duly commissioned and qualified in and for the aforesaid State and Parish, personally came and appeared PETER J. LINK, who being first duly sworn, declared and acknowledged unto me, Notary, and the undersigned witnesses, that he is the Executive Vice President of Parish Financial Services, Inc., a corporation, and that as such officer and on behalf of such corporation, he signed and executed the above and foregoing Joint Merger Agreement, by authority of the Board of Directors of said corporation, and said appearer acknowledged said instrument to be the free act and deed of said corporation, for the purposes and considerations therein expressed.

IN WITNESS WHEREOF, this instrument is executed in the presence of the undersigned witnesses and me, Notary, on this 17 day of June 2004.

WITNESSES:

  
PETER J. LINK

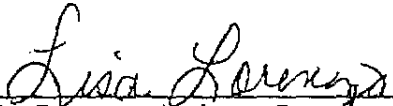
NOTARY PUBLIC  
LOUISIANA BAR/NOTARY NO. \_\_\_\_\_  
My Commission expires upon death.

JOSEPH E. OMNER  
Notary Public, St. Tammany Parish  
My Commission Expires at My Death  
Notary Number 9812




CERTIFICATE

The undersigned, Secretary of Parish Financial Services, Inc. hereby certifies that the above Joint Merger Agreement was approved and adopted by the vote and consent of the Board of Directors and the sole shareholder of such corporation.

  
\_\_\_\_\_  
Lisa Lorenzo, Assistant Secretary

CERTIFICATE

The undersigned, Secretary of Access Insurance Corporation hereby certifies that the above Joint Merger Agreement was approved and adopted by the vote and consent of the Board of Directors and the sole shareholder of such corporation.

  
\_\_\_\_\_  
Lisa Lorenzo, Assistant Secretary

EXCERPT FROM THE MINUTES OF THE  
MEETING OF THE BOARD OF DIRECTORS  
AND SOLE SHAREHOLDER OF  
PARISH FINANCIAL SERVICES, INC.

RESOLVED, that Access Insurance Corporation be merged into this Corporation.

FURTHER RESOLVED, that Peter J. Link, the Executive Vice President of this Corporation, be and he is hereby authorized, directed and empowered for and on behalf of this Corporation and in its name to execute a Joint Merger Agreement and such other documents, agreements and instruments, and to take such further action, as he deems necessary, proper, and/or advisable to carry out such merger. Any documents, instruments and agreements executed pursuant to this paragraph or these resolutions shall contain such terms, conditions, stipulations and provisions as such officer shall deem necessary, proper, and/or advisable to incorporate.

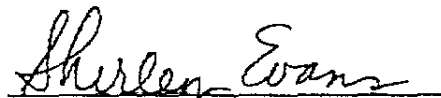
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CERTIFICATE

As Secretary of Parish Financial Services, Inc., I hereby certify that the foregoing is a true and correct copy of resolutions duly and legally adopted by the Board of Directors and the sole shareholder of Parish Financial Services, Inc., and that said resolutions have not been rescinded, modified or recalled, and are in full force and effect.

I further certify that Peter J. Link is the Executive Vice President of this Corporation.

WITNESS my signature on this 17 of June 2004.

  
Shirley Evans, Secretary

EXCERPT FROM THE MINUTES OF THE  
MEETING OF THE BOARD OF DIRECTORS  
AND SOLE SHAREHOLDER OF  
ACCESS INSURANCE CORPORATION

RESOLVED, that Peter J. Link be and hereby is appointed as a Vice President of this Corporation.

FURTHER RESOLVED, that this Corporation be merged into Parish Financial Services, Inc.

FURTHER RESOLVED, that Peter J. Link, the Vice President of this Corporation, be and he is hereby authorized, directed and empowered for and on behalf of this Corporation and in its name to execute a Joint Merger Agreement and such other documents, agreements and instruments, and to take such further action, as he deems necessary, proper, and/or advisable to carry out such merger. Any documents, instruments and agreements executed pursuant to this paragraph or these resolutions shall contain such terms, conditions, stipulations and provisions as such officer shall deem necessary, proper, and/or advisable to incorporate.

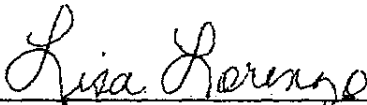
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CERTIFICATE

As Secretary of Access Insurance Corporation, I hereby certify that the foregoing is a true and correct copy of resolutions duly and legally adopted by the Board of Directors and sole shareholder of Access Insurance Corporation, and that said resolutions have not been rescinded, modified or recalled, and are in full force and effect.

I further certify that Peter J. Link is the Vice President of this Corporation.

WITNESS my signature on this 17 of June, 2004.

  
Lisa Lorenzo, Assistant Secretary

EXCERPT FROM THE MINUTES OF THE  
MEETING OF THE  
BOARD OF DIRECTORS  
OF  
PARISH NATIONAL BANK

RESOLVED, that Access Insurance Corporation be merged into Parish Financial Services, Inc.

FURTHER RESOLVED, that Peter J. Link, the Executive Vice President of this Corporation, be and he is hereby authorized, directed and empowered for and on behalf of this Corporation in its own capacity and in its capacity as the sole shareholder of Parish Financial Services, Inc. and Access Insurance Corporation, to execute a Joint Merger Agreement and such other documents, agreements and instruments, and to take such further action, he deems necessary, proper, and/or advisable to carry out such merger. Any documents, instruments and agreements executed pursuant to this paragraph or these resolutions shall contain such terms, conditions, stipulations and provisions as such officer shall deem necessary, proper, and/or advisable to incorporate.

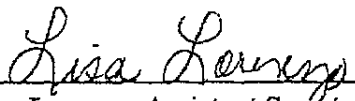
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CERTIFICATE

As Secretary of Parish National Bank, I hereby certify that the foregoing is a true and correct copy of resolutions duly and legally adopted by the Board of Directors of Parish National Bank, and that said resolutions have not been rescinded, modified or recalled, and are in full force and effect.

I further certify that Peter J. Link is the Executive Vice President of this Corporation.

WITNESS my signature on this 17 of June, 2004.

  
Lisa Lorenzo, Assistant Secretary