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CORPORATION(S) NAME

Lynch/TBG Corp.
merging: WJL, Inc.

FILED
99 SEP 30 PM 4:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> (2)		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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09/30/99

G. COULLETTE SEP 30 1999

RECEIVED
99 SEP 30 PM 1:33
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

WJL, INC., a Florida corporation, S42360

INTO

LYNCH/TBG CORP., a California corporation not qualified in Florida

File date: September 30, 1999

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
WJL, INC.
AND
LYNCH/TBG CORP.**

FILED
99 SEP 30 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 is: **Lynch/TBG Corp.**, a California corporation (the "**Surviving Corporation**"), and the address of the principal place of business of the Surviving Corporation is 2029 Century Park East, Los Angeles, CA 90067.
- Second:** The name and jurisdiction of the merging corporation is: **WJL, Inc.**, a Florida corporation (the "**Merging Corporation**").
- Third:** The Plan of Merger is attached hereto setting forth the terms and conditions of the merger.
- Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
- Fifth:** The Plan of Merger was adopted by the Board of Directors and approved by the shareholders of the Surviving Corporation on September 30, 1999.
- Sixth:** The Plan of Merger was adopted by the Board of Directors and approved by the shareholders of the Merging Corporation on September 28, 1999.
- Seventh:** The Surviving Corporation hereby appoints the Florida Secretary of State as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of the Merging Corporation.
- Eighth:** The Surviving Corporation has agreed to promptly pay to the dissenting shareholders of the Merging Corporation the amount, if any, to which they are entitled under Section 607.1320, F.S.

Surviving Corporation: **Lynch/TBG Corp.,**

By: 
Michael R. Shute, President

Merging Corporation: **WJL, Inc.**

By: 
William J. Lynch, President

PLAN OF MERGER
OF

LYNCH/TBG CORP.,
a California corporation

and

WJL, Inc.,
a Florida corporation

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act and Section 1101 of the California General Corporation Law, Lynch/TBG Corp., a California corporation ("**Lynch/TBG**"), and WJL, Inc., a Florida corporation ("**WJL**"), hereby agree to the following:

1. This Plan of Merger is being filed pursuant to that certain Agreement and Plan of Merger, dated as of September 30, 1999, by and among Lynch/TBG, TBG Insurance Services Corporation, a California corporation and parent of Lynch/TBG ("**TBG**"), WJL and William J. Lynch, an individual, providing for the merger of WJL with and into the Lynch/TBG, with Lynch/TBG as the surviving entity (the "**Merger**").
2. The name and place of incorporation for each of the constituent corporations to the Merger are:

Lynch/TBG Corp., a California corporation (the "**Surviving Corporation**"); and

WJL, Inc., a Florida corporation (the "**Merging Corporation**").
3. The Articles of Incorporation of Lynch/TBG shall be the Articles of Incorporation of the Surviving Corporation except that Article I of the Articles of Incorporation shall be amended in its entirety to read as follows:

"Article I

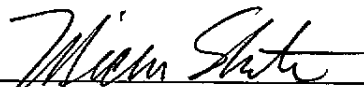
The name of the corporation shall be William J. Lynch and Associates, Inc."


4. By virtue of the Merger, the outstanding shares of the Merging Corporation shall be converted into the right to receive cash, shares of the Class A Voting Common Stock and Class B Nonvoting Common Stock of TBG. Each share of the Merging Corporation shall be converted into the right to receive (A) \$23,100, (B) 0.338 shares of Class A Voting Common Stock, and (C) 48.69 Shares of Class B Nonvoting Common Stock. The outstanding shares of the Surviving Corporation shall remain outstanding and shall be unaffected by the Merger.

5. The effective date of the Merger shall be the date of filing of the Articles of Merger.

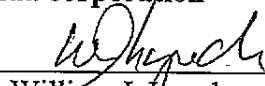
1999. IN WITNESS WHEREOF, this Plan of Merger has been executed on September 30,

**LYNCH/TBG CORP.,
a California corporation**

By: 
Michael R. Shute
President

By: 
E. Eric Johnson
Secretary

**WJL, INC.,
a Florida corporation**

By: 
William J. Lynch
President

By: 
William J. Lynch
Secretary