



V55030

FILED
JUN 25 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 195451 7139998

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 21, 2001

ORDER TIME : 10:12 AM

ORDER NO. : 195451-005

CUSTOMER NO: 7139998

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

500004438865--5
-06/25/01--01061--020
*****70.00 *****70.00

Merger

ARTICLES OF MERGER

CICORP, INC.

INTO

EMPLOYERS SAFETY COUNCIL OF
FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RR
6/25/01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 25 AM 11:17
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

CICORP, INC., a Florida corporation S16571

INTO

EMPLOYERS SAFETY COUNCIL OF FLORIDA, INC., a Florida entity, V55030.

File date: June 25, 2001

Corporate Specialist: Annette Ramsey

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.

FILED
01 JUN 25 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Employers Safety Council of Florida, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

CICORP, Inc.

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.

Typed or Printed Name of Individual & Title

Ernest J. Newborn, II, Secretary

Ernest J. Newborn, II, Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Employers Safety Council of Florida, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CICORP, Inc.</u>	<u>Florida</u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: SEE ATTACHED MERGER OF AGREEMENT.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows: SEE ATTACHED MERGER OF AGREEMENT.

Other provisions relating to the merger are as follows: Articles of Incorporation are restated re: surviving entity.

**CONSENT TO ACTION WITHOUT MEETING
OF THE
JOINT BOARDS OF DIRECTORS
OF
EMPLOYERS SAFETY COUNCIL, INC. OF FLORIDA (FL) & CICORP, INC. (FL)**

The undersigned, being all the Members of the Boards of Directors of Employers Safety Council of Florida, Inc. and CICORP, Inc., hereinafter "the Corporations," hereby adopt, pursuant to the general corporation laws of Florida, the following resolution with the same force and effect, as if the same had been duly adopted at a meeting of the Boards of Directors of the Corporations, and hereby consent to the taking of the actions referred to in such resolution as set forth below:

I. Adoption of Agreement of Merger

RESOLVED, The Agreement of Merger (Plan of Merger) was jointly adopted by Employers Safety Council of Florida, Inc. and CICORP, Inc., at a meeting of the joint Boards of Directors, held on **January 1st, 2001**, and received an unanimous vote by the Directors in office, there being no members having voting rights in respect thereof; and

RESOLVED, the Agreement of Merger (Plan of Merger) was approved in the manner, for the Corporations foreign corporations, prescribed by the laws of the State under which they are duly organized.


Dated:

June 11, 2001

**Directors for Employers Safety Council
Of Florida:**



Bernard H. Mizel

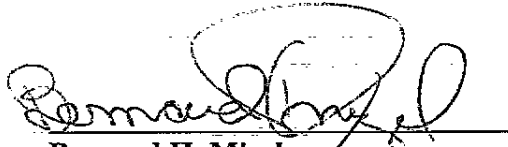


Michael C. Karp



Carlos K. Sutton

Directors for CICORP, Inc.:



Bernard H. Mizel



Michael C. Karp



Carlos K. Sutton

**STATE OF FLORIDA
AGREEMENT OF MERGER
AGREEMENT OF MERGER
BETWEEN
Employers Safety Council of Florida, Inc., a Florida Corporation
And
CICORP, Inc., a Florida Corporation**

This Plan and Agreement of Merger made and entered into on the 1st day of January, 2001, by and between Employers Safety Council of Florida, Inc., the Surviving Corporation, a Florida Corporation, and CICORP, Inc., the Merging Corporation, a Florida Corporation.

WITNESSETH:

WHEREAS, Employers Safety Council of Florida, 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 July 30th, 1992; and

WHEREAS, CICORP, Inc., is a Corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the aggregate number of shares which CICORP, 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 5,000 common shares, \$0.25 par value; and

WHEREAS, the Boards of Directors of each Constituent Corporation deems it advisable that CICORP, Inc. be merged into Employers Safety Council of Florida, 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

CICORP, Inc., a Florida Corporation and Employers Safety Council of Florida, 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 CICORP, Inc., a Florida Corporation merging into Employers Safety Council of Florida, 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 **Employers Safety Council of Florida, 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 **Employers Safety Council of Florida, 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.

Employers Safety Council of Florida, Inc., a Florida Corporation

BY: 
Its: **Secretary**

CICORP, Inc., a Florida Corporation

BY: 
Its: **Secretary**

Dated: June 11, 2001