

P05000145524

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MERGER OR SHARE EXCHANGE
Florida Doctors Insurance Company

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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Merger

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DEC 31 2009

Fax Audit No. H09000266141

**ARTICLES OF MERGER
OF
FLORIDA DOCTORS ACQUISITION COMPANY, INC
a Florida corporation (Document #P09000067991)**

**WITH AND INTO
FLORIDA DOCTORS INSURANCE COMPANY
a Florida corporation (Document #P05000145524)**

12-30-09

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations enter into these Articles of Merger by which Florida Doctors Acquisition Company, Inc a Florida corporation (the Merging Corporation"), shall be merged with and into Florida Doctors Insurance Company, a Florida corporation, and Florida Doctors Insurance Company shall be the surviving corporation (the "Surviving Corporation") in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the Act, and the undersigned corporations hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective on December 30, 2009 at 8:01 a.m. eastern standard time.

THIRD, the Plan was adopted on December 19, 2009, pursuant to Section 607.1103 of the Act, by written consent of the sole shareholder of the Merging Corporation. The only voting group of the Merging Corporation entitled to vote on adoption of the Plan consisted of the holders of the Merging Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that group.

FOURTH, the Plan was adopted on December 19, 2009, pursuant to Section 607.1103 of the Act, by written consent of the shareholders of the Surviving Corporation. The only voting group of the Surviving Corporation entitled to vote on adoption of the Plan consisted of the holders of the Surviving Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that group.

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[Signatures appear on following page]

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IN WITNESS WHEREOF, these Articles of Merger have been executed by Florida Doctors Acquisition Company, Inc as the Merging Corporation and by Florida Doctors Insurance Company, as the Surviving Corporation, this 29th day of December 2009.

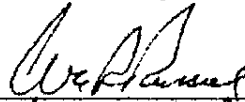
MERGING CORPORATION

FLORIDA DOCTORS ACQUISITION
COMPANY, INC. a Florida corporation

By:

Name:

Its:



William R Russell

CEO

SURVIVING CORPORATION

FLORIDA DOCTORS INSURANCE
COMPANY, a Florida corporation

By:

Name:

Its:



William R Russell

CEO

Fax Audit No. H09000266141

PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the merger of Florida Doctors Acquisition Company, Inc. a Florida corporation (the "Merging Corporation"), with and into Florida Doctors Insurance Company, a Florida corporation (the "Surviving Corporation"), as follows:

1. **Merger.** The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall be the surviving corporation.
2. **Effective Date.** The Merger shall become effective on December 30, 2009 at 8:01 a.m. eastern standard time (the "Effective Date").
3. **Cancellation of Merging Corporation's Stock.** Each share of common stock of the Merging Corporation which is issued and outstanding on the Effective Date shall be deemed retired and canceled by virtue of the Merger, automatically, without any action on the part of the Merging Corporation or otherwise.
4. **Articles of Incorporation and Bylaws of Surviving Corporation.** The Articles of Incorporation and Bylaws of the Surviving Corporation shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation on and after the Effective Date.
5. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.
6. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Date by the Merging Corporation or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Department of State of Florida, by filing a Notice of Abandonment with such Department.


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Fax Audit No. H09000266141

IN WITNESS WHEREOF, this Plan has been executed by Florida Doctors Acquisition Company, Inc. as the Merging Corporation and by Florida Doctors Insurance Company, as the Surviving Corporation, this 29th day of December 2009.

MERGING CORPORATION

FLORIDA DOCTORS ACQUISITION
COMPANY, INC. a Florida corporation

By:
Name:
Its:




William R. Russell

CEO

SURVIVING CORPORATION

FLORIDA DOCTORS INSURANCE
COMPANY, a Florida corporation

By:
Name:
Its:



William R. Russell

CEO