

Filing Fee: See Instructions

ID Number: 69429



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

Aon Risk Services Northeast, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of Merger or Consolidation (**check one box only**) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

| <u>Name of entity</u> | <u>Type of entity</u> | <u>State under which entity is organized</u> |
|--|-----------------------------|--|
| <u>Aon Risk Services, Inc. of Rhode Island</u> | <u>Business Corporation</u> | <u>Rhode Island</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Aon Risk Services Northeast, Inc.
which is to be governed by the laws of the state of New York

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)

e. If the surviving entity's name has been amended via the merger, please state the new name:
No change.

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:
c/o Daniel Kasten, Senior Counsel, Litigation Dept., Aon Service Corporation, 200 E. Randolph Street, 8th Fl, Chicago, IL 60601

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED 11:57
MAR 20 2008
By [Signature] 20080320

PLAN OF MERGER
FOR
AON RISK SERVICES, INC. OF RHODE ISLAND
AND
AON RISK SERVICES NORTHEAST, INC.

FEBRUARY 4, 2008

1. Parties: The parties to the merger are as follows: Aon Risk Services, Inc. of Rhode Island, a Rhode Island corporation ("ARS-RI"), and Aon Risk Services Northeast, Inc., a New York corporation (the "Survivor").
2. Survivor: ARS-RI will merge into the Survivor.
3. Taxes: It is the parties' intent that this merger qualifies as a reorganization as described in Section 368(a)(1)(A) of the Internal Revenue Code.
4. Terms: At the Effective Time (defined below), and contemporaneously with the merger, ARS-RI will merge into the Survivor, Survivor will merge ARS-RI into itself, and the separate existence of ARS-RI shall cease ("Merger"). Survivor will assume all of the rights, liabilities and obligations of ARS-RI. The proper officers of each corporation will execute all such documents and take such action as may be necessary to effect this Merger between the parties and to transfer all of the property, rights, duties and obligations of ARS-RI to Survivor.
5. Share Conversion: At the Effective Time, and contemporaneously with the Merger, each issued and outstanding share of stock of Survivor shall be and remain issued and outstanding. Each issued and outstanding share of stock of ARS-RI and each share of stock of ARS-RI held in treasury shall be canceled without consideration and the holders of certificates, which before the merger represented shares of ARS-RI will surrender their certificates for cancellation.
6. Bylaws; Amendment of Articles of Incorporation: The bylaws of the Survivor, as in effect immediately prior to the Effective Time, shall be the bylaws of the surviving company until thereafter changed or amended as provided therein, by the articles of incorporation of the surviving company or by applicable law. The articles of incorporation of the Survivor, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the surviving company until thereafter changed or amended as provided therein or by applicable law.
7. Officers & Directors: As of the Effective Time, the officers and directors of ARS-RI immediately prior to the Effective Time shall be removed, and the officers and directors of the Survivor immediately prior to the Effective Time shall be the officers and directors of the surviving company, and shall be deemed to be elected automatically and without further action on behalf of the surviving company, to serve as such until the next annual meeting of the surviving company and until their successors are duly elected and qualified or until their earlier resignation or removal
8. Effective Time: The Merger shall be effective on the date and at the time of filing the Articles of Merger with the proper departments of the states of incorporation of the companies.
9. Amendment and Termination: The Plan of Merger may be amended or terminated and abandoned by the Board of Directors of either party at any time prior to the Effective Time.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Revenue
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

March 17, 2008

TO WHOM IT MAY CONCERN:

Re: AON RISK SERVICES INC OF RHODE ISLAND

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Chief Revenue Agent
Corporations



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

