Filing Fee: See Instructions



# 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 ( Aon Risk Services Northeast, Inc.	CONSOLIDATION INTO							
	(Insert full name of surviving or new entity on this line.)								
SE	CTION I: TO BE COMPLETED BY ALL MERGING OR C	ONSOLIDATING ENTITIES							
fol	rsuant to the applicable provisions of the General Laws of Rhode I owing Articles of X Merger <u>or</u> Consolidation <i>(check one box</i> ity.	sland, 1956, as amended, the unders only) for the purpose of merging or co	igned entities submit the nsolidating them into one						
a.	The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) each of the merging or consolidating entities and the state under which each is organized are:								
	Name of entity	Type of entity	State under which entity is organized						
	Aon Risk Services, Inc. of Rhode Island	Business Corporation	Rhode Island						
b.	The laws of the state under which each entity is organized permit suc	tag Salama eta da							
c.	The full name of the surviving or new entity is Aon Risk Services N	Northeast, Inc.	<u> </u>						
	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 90 <sup>th</sup> day after the date of this filing								
			• • • • • • • • • •						
S	ECTION II: TO BE COMPLETED ONLY IF ONE OR MOR IS A <u>BUSINESS CORPORATION</u> PURSUANT GENERAL LAWS, AS AMENDED.	RE OF THE MERGING OR CONS T TO TITLE 7, CHAPTER 1.2 OF	OLIDATING ENTITIES THE RHODE ISLAND						

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 FILED 11:57
MAR 20 2008
By 27553 272 respect to dissenting shareholders.

Form No. 610 Revised: 06/06

b.		Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.				
	i)	The nan	ne of the subsidiary corporation is			
	ii)	А сору	of the plan of merger was mailed to share	eholders of the subsidiary corporation (such date shall not be less than	30	
		days fro	om the date of filing)			
c.	As	required	by Section 7-1.2-1003 of the General La	ws, the corporation has paid all fees and franchise taxes.		
• •					• • •	
SE	CTI	ION III:		NE OR MORE OF THE MERGING OR CONSOLIDATING EN ON PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE IS		
a.	If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for <u>each</u> suc non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation wa adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which member present at the meeting or represented by proxy were entitled to cast; <u>OR</u> attach a statement for each such non-profit corporation					
b.	If a	any merg	ing or consolidating corporation has no i ration attach a statement which states th	in writing signed by all members entitled to vote with respect thereto. members, or no members entitled to vote thereon, then as to <u>each</u> sue date of the meeting of the board of directors at which the plan was a vote of a majority of the directors in office.	ich non- adopted,	
• •	• •	• • • • •	• • • • • • • • • • • • • • • • • • • •			
SE	CTI	ION IV:		NE OR MORE OF THE MERGING OR CONSOLIDATING EN PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE IS		
a.	The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limite partnership or other business entity and the address thereof is:					
b.	oth	her busin		n will be furnished by the surviving or resulting domestic limited partner to any partner of any domestic limited partnership or any person ho e or consolidate.		
 SE	CT	ION V:	TO BE COMPLETED BY ALL MEI	RGING OR CONSOLIDATING ENTITIES	• • • •	
	-					
Un inc	der ludi	penalty ing any a	of perjury, we declare and affirm accompanying attachments, and that	that we have examined these Articles of Merger or Consol all statements contained herein are true and correct.	idation,	
			Aon Risk Services, In	c. of Rhode Island		
		$\Lambda^{-}$		Print Entity Name		
n		( )	ib. 1. V. It	Jennifer L. Kraft, Vice President		
Ву:		Lew	Name of person signing	Title of person signing		
_		V				
Ву:			Name of person signing	Title of person signing		
		_		Print Entity Name		
Ву:						
			Name of person signing	Title of person signing		
Ву:	_					
			Name of person signing	Title of person signing		

### 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:

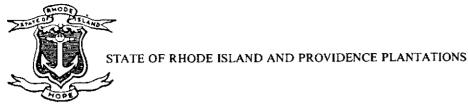
As of the Effective Time, the officers and directors of ARS-RI immediately prior to the Effective Time shall be removed, and the officers and directors of the Survivor immediately prior to the Effective Time shall be the officers and directors of the surviving company, and shall be deemed to be elected 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.



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

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. RALPH MOLLIS

A. Japa 1. eeio

Secretary of State

