

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

Starkweather & Shepley Insurance, 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 Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] 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 states under which each is organized are

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include C. A. Morgan Insurance Agency, Inc., Capalbo & Morrone Agency, Inc., and Starkweather & Shepley Insurance, Inc.

Handwritten number 52893

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

c The full name of the surviving or new entity is Starkweather & Shepley Insurance, Inc. which is to be governed by the laws of the State of RI

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: Not amended

f If the surviving or new entity is to be governed by the laws of a state other than 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 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; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding, and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is N/A

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is upon filing (if upon filing, so state).

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 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

Name of Business Corporation	Total Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
C. A. Morgan Insurance Agency, Inc.	85	N/A	
Capalbo & Morrone Agency, Inc.	100	N/A	
Starkweather & Shepley Insurance, Inc.	100	N/A	

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

Name of Business Corporation	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
C. A. Morgan Insurance Agency, Inc.	85	0	N/A		
Capalbo & Morrone Agency, Inc.	100	0	N/A		
Starkweather & Shepley Insurance, Inc.	100	0	N/A		

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is C. A. Morgan Insurance Agency, Inc.
Capalbo & Morrone Agency, Inc.

ii.) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

Number of Shares Outstanding of the Subsidiary Corporation	Designation of Class	Number of Shares of Subsidiary Corporation Owned by Surviving Corporation	Designation of Class
C. A. Morgan Insurance Agency, Inc. 85	N/A	85	N/A
Capalbo & Morrone Agency, Inc. 100	N/A	100	N/A

iii.) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on N/A - all shares owned by parent - waiver by parent

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
b A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate

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

C. A. Morgan Insurance Agency, Inc.

Entity Name

By [Signature] Name of person signing

[Signature] Title of person signing

By [Signature] Name of person signing

TREASURER and Secretary Title of person signing

STATE OF Rhode Island COUNTY OF Providence

In East Providence on this 23rd day of December 19 98 before me personally appeared Fred R. Tripp who being duly sworn declared that he/she is the Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true.

[Signature] Notary Public My Commission Expires 6/20/01

Capalbo & Morrone Agency, Inc.

Entity Name

By [Signature] Name of person signing

[Signature] Title of person signing

By [Signature] Name of person signing

TREASURER and Secretary Title of person signing

STATE OF Rhode Island COUNTY OF Providence

In East Providence on this 23rd day of December 19 98 before me personally appeared Fred R. Tripp who being duly sworn declared that he/she is the Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true

[Signature] Notary Public My Commission Expires 6/20/01

66, 11 20 6 27 2000
NOTARY PUBLIC
STATE OF RHODE ISLAND

INSTRUCTIONS FOR FILING ARTICLES OF MERGER OR CONSOLIDATION
Title 7 of the Rhode Island General Laws, 1956, as amended

- 1 Duplicate Original Articles of Merger (Form No. 35) are required to be filed with the Office of the Secretary of State, Corporations Division, 100 North Main Street, Providence, Rhode Island 02903-1335, if at least one of the merging entities is a domestic entity.
2. At the time of filing the Articles of Merger, all qualified merging entities must be in good standing and current with the filing of annual reports and the maintenance of a registered agent/registered office in this state.
3. The following filing fees should be made payable to the "Secretary of State:"

Business Corporation merging with any other entity	\$100.00
Limited Liability Company merging with any other entity	\$100.00
Limited Partnership merging with any entity other than a Business Corporation or Limited Liability Company	\$ 50.00
Nonprofit Corporation merging with any entity other than a Business Corporation, Limited Liability Company, or Limited Partnership	\$ 25.00

- 4 Limited liability companies are required by statute to complete Sections I and V only of the Articles of Merger.
- 5 The Articles of Incorporation, Articles of Organization and Certificate of Limited Partnership, whether the entity is domestic or foreign, may be amended via the merger. However, please note that a business corporation which increases its authorized shares via a merger may be subject to a license fee pursuant to the provisions of Sections 7-1.1-123 and 7-1.1-124 of the Rhode Island General Laws, 1956, as amended. Please call the Corporations Division at (401) 222-3040 for further instructions.
6. If the non-surviving entity is a domestic business corporation or a foreign business corporation qualified to conduct business in the State of Rhode Island, a letter of good standing from the Rhode Island Division of Taxation for the purpose of "non-survivor of merger" must accompany the filing. The letter of good standing must be dated within thirty (30) days of the date of filing the Articles of Merger.
7. If additional space is required in any section of the Articles of Merger, an exhibit may be attached. Please identify the Exhibit No. within the section as well as on the attachment.
8. SIGNATURES.
 - a) If a **business or nonprofit corporation** is one of the merging entities, the Articles of Merger are to be executed by the President or Vice President and Secretary or Assistant Secretary. At least one officer's signature for each of the corporations must be notarized.
 - b) If a **limited liability company** is one of the merging entities, the Articles of Merger shall be executed by an Authorized Person and the signature notarized.
 - c) If a **limited partnership** is one of the merging entities, the Articles of Merger shall be executed by each General Partner. The signature of at least one General Partner must be notarized.

If you have any questions or wish to receive additional forms, please call us at (401) 222-3040, Monday through Friday between 8:30 a.m. and 4:30 p.m.

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

Starkweather & Shepley Insurance, Inc.

Entity Name

By [Signature]
Name of person signing

Vice President
Title of person signing

By [Signature]
Name of person signing

Treasurer and Secretary
Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In East Providence on this 23rd day of December, 1998 before me personally appeared Fred R. Tripp, who being duly sworn declared that he/~~she~~ is the Vice President of the above-named entity and that he/~~she~~ signed the foregoing document as such authorized agent, and that the statements therein contained are true

[Signature]
Notary Public
My Commission Expires: 6/20/01

Entity Name

By _____
Name of person signing

Title of person signing

By _____
Name of person signing

Title of person signing

STATE OF
COUNTY OF

In _____ on this _____ day of _____, 19____, before me personally appeared _____, who being duly sworn declared that he/she is the _____ of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true

Notary Public
My Commission Expires _____

FILED

DEC 23 1998

BY [Signature] 235904

PLAN OF MERGER

**C. A. MORGAN INSURANCE AGENCY, INC., CAPALBO & MORRONE AGENCY,
INC., into STARKWEATHER & SHEPLEY INSURANCE, INC.**

This is a Plan of Merger for C. A. Morgan Insurance Agency, Inc., Capalbo & Morrone Agency, Inc., into Starkweather & Shepley Insurance, Inc., in accordance with the following:

1. The names of the corporations proposing to merge are C. A. Morgan Insurance Agency, Inc., and Capalbo & Morrone Agency, Inc., and such corporations are to be merged into Starkweather & Shepley Insurance, Inc. Starkweather & Shepley Insurance, Inc., shall be the surviving corporation.

2. The Presidents of C. A. Morgan Insurance Agency, Inc., and Capalbo & Morrone Agency, Inc., shall be and become Vice Presidents of Starkweather & Shepley Insurance, Inc., upon the effective date of the merger. The Treasurers and any Assistant Treasurers and the Secretaries and any Assistant Secretaries of C. A. Morgan Insurance Agency, Inc., and Capalbo & Morrone Agency, Inc., shall cease to hold such office upon the effective date of the merger. The Vice Presidents of C. A. Morgan Insurance Agency, Inc., and Capalbo & Morrone Agency, Inc., shall be and become Vice Presidents of Starkweather & Shepley Insurance, Inc., upon the effective date of the merger. The Boards of Directors of C. A. Morgan Insurance Agency, Inc., and Capalbo & Morrone Agency, Inc., shall terminate on the effective date of the merger.

3. Eighty-five (85) shares of the issued and outstanding common stock of C. A. Morgan Insurance Agency, Inc., shall be exchanged for twenty-five (25) shares of no par value common stock of Starkweather & Shepley Insurance, Inc. No other consideration shall flow from the transaction.

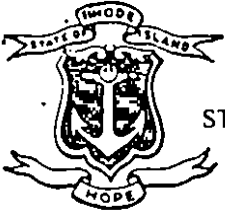
66, 44 00 0 07 050

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES
RECORDED

4. One hundred (100) shares of common stock of Capalbo & Morrone Agency, Inc., shall be exchanged for fifty (50) shares of the common stock of Starkweather & Shepley Insurance, Inc. No other consideration shall flow from the transaction.

5. The Articles of Incorporation of the surviving corporation, Starkweather & Shepley Insurance, Inc., shall not be changed in any respect by the merger, and the Articles of Incorporation of Starkweather & Shepley Insurance, Inc., shall be the Articles of Incorporation of the surviving corporation.

6. The effective date of the merger shall be upon filing with the Secretary of State.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

December 28, 1999

TO WHOM IT MAY CONCERN:

Re: C. A. MORGAN INSURANCE AGENCY, INC.

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:

A MERGER – CORPORATION IS THE NONSURVIVOR

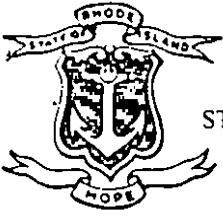
Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations

66. 11. 20 6 17. 070

RECEIVED
SECRETARY OF STATE
STATE OF RHODE ISLAND
PROVIDENCE



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

December 3, 1999

TO WHOM IT MAY CONCERN:

Re: CAPALBO & MORRONE AGENCY, INC.

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:

A MERGER – CORPORATION IS THE NONSURVIVOR

Very truly yours,

Handwritten signature of R. Gary Clark in black ink.

R. Gary Clark
Tax Administrator

Handwritten signature of Edward J. Flanagan, Jr. in black ink.

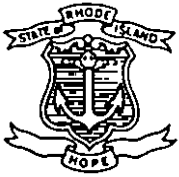
Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations

86, 11 50 8 07 000

DEC 3 1999
DIVISION OF TAXATION
PROVIDENCE, RI

Filing Fee: \$50.00

ID Number: 52893



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FICTITIOUS BUSINESS NAME STATEMENT
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-1.1-7.1, 7-16-9 or 7-13-2 of the General Laws, 1956, as amended, the undersigned business corporation, limited liability company or limited partnership hereby submits the following statement for authority to transact business in the state of Rhode Island under a fictitious business name:

1. The legal name of the applicant business corporation, limited liability company or limited partnership is:
Starkweather & Shepley Insurance, Inc.
2. The fictitious business name to be used is Capalbo & Morrone Agency, Inc.
3. The state or territory under the laws of which it is incorporated, organized or formed is RI
4. The date of incorporation, organization or formation is December 14, 1988
5. If a business corporation, the address of its registered office within Rhode Island is _____
60 Catamore Boulevard, East Providence, RI 01924
6. If a business corporation, the business in which it is engaged insurance agency
7. Applicant is otherwise authorized to do business in the state of Rhode Island.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 12-10-99

Starkweather & Shepley Insurance, Inc.
Name of Applicant Corporation, Limited Liability Company or Limited Partnership

RECORDED
DEC 28 1999
OFFICE OF THE SECRETARY OF STATE
PROVIDENCE, RHODE ISLAND
66, 111 112 G 27 329
REGISTERED

By *Julian P. Phillips* Treas.
Signature of Officer for the Corporation Title

or

By _____
Signature of Authorized Person for the Limited Liability Company

or

By _____
Signature of Authorized Person for the Limited Partnership

Filing Fee: \$50.00

ID Number: 52893



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FICTITIOUS BUSINESS NAME STATEMENT
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-1.1-7.1, 7-16-9 or 7-13-2 of the General Laws, 1956, as amended, the undersigned business corporation, limited liability company or limited partnership hereby submits the following statement for authority to transact business in the state of Rhode Island under a fictitious business name:

- The legal name of the applicant business corporation, limited liability company or limited partnership is:
Starkweather & Shepley Insurance, Inc.
- The fictitious business name to be used is C. A. Morgan Insurance Agency, Inc.
- The state or territory under the laws of which it is incorporated, organized or formed is RI
- The date of incorporation, organization or formation is December 14, 1988
- If a business corporation, the address of its registered office within Rhode Island is _____
60 Catamore Boulevard, East Providence, RI 02914
- If a business corporation, the business in which it is engaged insurance agency
- Applicant is otherwise authorized to do business in the state of Rhode Island.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 12-10-99

Starkweather & Shepley Insurance, Inc.

Name of Applicant Corporation, Limited Liability Company or Limited Partnership

FILED
DEC 28 1999
CORPORATIONS DIVISION
PROVIDENCE, RHODE ISLAND

By [Signature] Treas.
Signature of Officer for the Corporation Title

or

By _____
Signature of Authorized Person for the Limited Liability Company

or

By _____
Signature of Authorized Person for the Limited Partnership

66, 11, 42, 8, 07, 200
CORPORATIONS DIVISION
PROVIDENCE, RHODE ISLAND

Filing Fee: \$20.00

Corp. I.D. # 52893

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH OF

Starkweather & Shepley Insurance, Inc.

To the Secretary of State of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the General Laws, 1956, as amended, the undersigned corporation organized under the laws of the State of Rhode Island, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is Starkweather & Shepley Insurance, Inc.

SECOND: The address of its present registered office is 1420 Hospital Street Tower 16 Broad Street Westerly, RI 02891

THIRD: The address to which its registered office is to be changed is 60 Catamore Blvd East Providence, RI 02914-1226

FOURTH: The name of its present registered agent is Henry M. Swan

FIFTH: The name of its successor registered agent is William P. McGillivray 60 Catamore Boulevard, East Providence, RI 02914-1226

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated 3/21, 1996

Signature of Larry E. Keefe, Jr.

By Larry E. Keefe, Jr. Its President

STATE OF Rhode Island

COUNTY OF Providence

At East Providence in said county on this 21st day

of March 19, 1996, personally appeared before me Larry E. Keefe, Jr., who, being by me first duly sworn, declared that he is the President of Starkweather & Shepley Insurance, Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

FILED

(NOTARIAL SEAL) APR 9 1996

Signature of Brenda B. Clark, Notary Public

By AMF 152789