

ARTICLES OF MERGER

OF

SEDGWICK OF IDAHO, INC.
(an Idaho corporation)

WITH AND INTO

J&H MARSH & MCLENNAN OF IDAHO, INC.
(an Idaho corporation)

FILED

MAY 27 11 21 AM

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE

05/27/1999 10:00 AM
CX: 13210264 CT: 4567 IN: 22642

10 30.00 = 30.00 MERGER # 3
10 20.00 = 20.00 EXPENSE C # 4

C29009

Pursuant to Section 30-1-1101 of the Idaho Business Corporation Act, the undersigned hereby certifies:

FIRST: The names of the constituent corporations are Sedgwick of Idaho, Inc., an Idaho corporation ("Sedgwick"), and J&H Marsh & McLennan of Idaho, Inc., an Idaho corporation ("Marsh").

SECOND: The Agreement and Plan of Merger, dated as of May 21, 1999, by and between Sedgwick and Marsh (the "Agreement and Plan"), providing for the merger of Sedgwick with and into Marsh (the "Merger"), was approved, adopted, certified, executed and acknowledged by Sedgwick and Marsh in accordance with the Idaho Business Corporation Act. A copy of the Agreement and Plan is annexed hereto as Exhibit A.

THIRD: On May 21, 1999, the Merger was approved and the Agreement and Plan was adopted by resolutions of the Board of Directors of each of Sedgwick and Marsh. All of the issued and outstanding shares of capital stock of Sedgwick, consisting of 1,000 shares of common stock, par value \$1.00 per share, were voted in favor of the Merger. All of the issued and outstanding shares of capital stock of Marsh, consisting of 10 shares of common stock, par value \$0 per share, were voted in favor of the Merger.

FOURTH: The Merger has been authorized by an affirmative vote of the holder of all of the outstanding shares of capital stock of Sedgwick and Marsh entitled to vote on the Merger. The designation and number of outstanding shares, number of votes entitled to be cast by each voting group and total number of votes cast for/against the Agreement and Plan by the holder of each of Sedgwick and Marsh are as follows:

Constituent Corporation	Designation and Number of Outstanding Shares	Votes Entitled to be Cast	Total Number of Votes Cast For/Against the Agreement and Plan
Sedgwick	1,000 shares of common stock, par value \$1.00 per share	1,000	1,000/0
Marsh	10 shares of common stock, par value \$0 per share	10	10/0

FIFTH: J&H Marsh & McLennan of Idaho, Inc. is the surviving corporation (the "Surviving Corporation").

SIXTH: The Articles of Incorporation of Marsh shall be the Articles of Incorporation of the Surviving Corporation; provided, however, that Article First of the Articles of Incorporation of Marsh shall be amended as follows:

"First: The name of this corporation is Marsh USA Inc."

SEVENTH: The Merger is to become effective on June 1, 1999.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on behalf of the Surviving Corporation on this 21st day of May, 1999 and affirms that the statements made herein are true under penalties of perjury.

J&H MARSH & MCLENNAN OF IDAHO,
INC.

By: _____

RE Egan
Roger E. Egan
President

STATE OF *New York*)

: ss:

COUNTY OF *New York*)

I, *Rita Sutula*, a Notary Public, do hereby certify that on this *21st* day of *MAY*, 1999, personally appeared before me Roger E. Egan, who, being by me first duly sworn, declared that he is the President of J&H Marsh & McLennan of Idaho, Inc., an Idaho corporation, that being duly authorized, he signed the foregoing document as President of said corporation and that the statements therein contained are true.

Rita Sutula

Notary Public

Rita Sutula
Notary Public, State of New York
No. 31-4865379
Qualified in New York County
Certificate Filed in New York County
Commission Expires October 5, 2000

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of May 21, 1999, by and between Sedgwick of Idaho, Inc., an Idaho corporation ("Sedgwick"), and J&H Marsh & McLennan of Idaho, Inc., an Idaho corporation ("Marsh").

1. Merger. On the Effective Date (as defined in Section 2 hereof), Sedgwick shall be merged into Marsh, the separate existence of Sedgwick thereupon shall cease, and Marsh shall be the surviving corporation in the Merger (the "Surviving Corporation").

2. Effective Date. The Merger shall be effective June 1, 1999, provided that a duly executed copy of the Articles of Merger pertaining to this Agreement has been filed with the office of the Secretary of State of the State of Idaho. The first date on or after June 1, 1999 upon which the foregoing condition has been satisfied shall be referred to as the "Effective Date".

3. Articles of Incorporation; Name of Surviving Corporation. The name of the Surviving Corporation shall be J&H Marsh & McLennan of Idaho, Inc. The Articles of Incorporation of Marsh shall be the Articles of Incorporation of the Surviving Corporation; provided, however, that Article First of the Articles of Incorporation of Marsh shall be amended as follows:

"First: The name of this corporation is Marsh USA Inc."

4. By-Laws. The By-Laws of Marsh as in effect on the Effective Date shall be the By-Laws of the Surviving Corporation.

5. Board of Directors; Officers. The directors and officers of Marsh as of the Effective Date shall be the directors and officers of the surviving corporation; provided, however, that as of the Effective Date, every senior vice president, vice president and assistant vice president of Sedgwick shall be a senior vice president, vice president and assistant vice president, as the case may be, of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified.

6. Further Assurances. If, at any time after the Effective Date, any further assignments, assurances or other acts are necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or rights of either Sedgwick or Marsh, or otherwise carry out the provisions of this Agreement, the officers and directors of the Surviving Corporation hereby are authorized and empowered on behalf of Sedgwick or Marsh, in the name and on behalf of either such constituent corporation, to execute and deliver any and all documents, instruments or agreements necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the purposes and provisions of this Agreement.

7. Conversion of Marsh Stock; Cancellation of Sedgwick Stock. As of the Effective Date, by virtue of the Merger and without further action by any person:

(a) each issued and outstanding share of common stock of Marsh shall be converted into one validly issued, fully paid and nonassessable share of common stock, par value \$0 per share, of the Surviving Corporation;

(b) all issued and outstanding shares of the capital stock of Sedgwick ("Sedgwick Stock") shall be canceled and shall cease to exist; and

(c) the stock transfer books of Sedgwick shall be closed and no transfer of Sedgwick Stock shall be made thereafter.

8. Miscellaneous. This Agreement: (a) is not intended to confer upon any third party any rights, remedies or benefits hereunder; (b) shall be governed by and construed in accordance with the laws of the State of Idaho (without regard to such state's choice of law principles); and (c) may be executed in counterparts, which together shall constitute a single agreement.

IN WITNESS WHEREOF, Sedgwick and Marsh have caused this Agreement to be signed by their respective officers as of the date first above written.

SEDGWICK OF IDAHO, INC.

By: 

Name: Roger E. Egan
Title: President

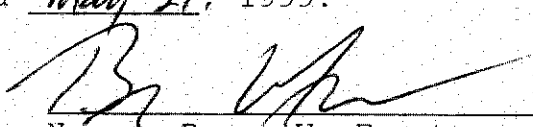
J&H MARSH & MCLENNAN OF IDAHO,
INC.

By: 

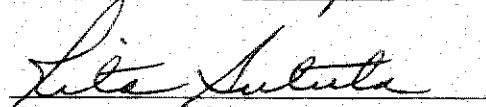
Name: Roger E. Egan
Title: President

CERTIFICATION OF APPROVAL AND ADOPTION OF
AGREEMENT AND PLAN OF MERGER BY
SOLE SHAREHOLDER OF CONSTITUENT CORPORATION

The undersigned Secretary of Sedgwick of Idaho, Inc., an Idaho corporation (the "Corporation"), hereby certifies the Agreement and Plan of Merger attached hereto has been duly approved and adopted by the sole shareholder of the Corporation, J&H Marsh & McLennan, Inc., a Delaware corporation, pursuant to written resolutions executed May 21, 1999.


Name: Barry W. Furst
Title: Secretary

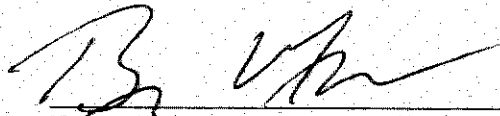
Sworn to before me this
21st day of may, 1999:


Notary Public

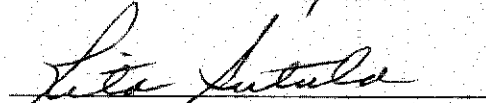
Rita Sutula
Notary Public, State of New York
No. 31-4865379
Qualified in New York County
Certificate Filed in New York County
Commission Expires October 5, 2000

CERTIFICATION OF APPROVAL AND ADOPTION OF
AGREEMENT AND PLAN OF MERGER BY
SOLE SHAREHOLDER OF CONSTITUENT CORPORATION

The undersigned Secretary of J&H Marsh & McLennan of Idaho, Inc., an Idaho corporation (the "Corporation"), hereby certifies the Agreement and Plan of Merger attached hereto has been duly approved and adopted by the sole shareholder of the Corporation, J&H Marsh & McLennan, Inc., a Delaware corporation, pursuant to written resolutions executed May 21, 1999.


Name: Barry W. Furst
Title: Secretary

Sworn to before me this
21st day of MAY, 1999:


Notary Public

Rita Sutula
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