

ARTICLES OF MERGER  
OF  
Merrill Lynch Life Agency Inc.  
An Idaho Corporation  
INTO  
Merrill Lynch Life Agency Inc.  
A Washington Corporation

IDAHO SECRETARY OF STATE  
 08/21/2002 05:00  
 PK: 109583 CT: 47072 BH: 404026  
 01 @ 30.00 = 30.00 MERGER # 2

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 STATE OF IDAHO

Pursuant to the provisions of §23B.11.070 of the Washington Business Corporation Act and §30-1-1101 *et seq.* of the Idaho Business Corporation Act, Merrill Lynch Life Agency Inc., a corporation of Idaho ("MLID") and Merrill Lynch Life Agency Inc., a corporation of Washington ("MLLA"), adopt the following Articles of Merger for the purpose of merging MLID into MLLA (the "Merger"):

**FIRST:** The Agreement and Plan of Merger between MLID and MLLA is attached hereto as Exhibit A and incorporated herein by reference.

**SECOND:** The Merger was duly approved by the shareholders of each of the undersigned corporations pursuant to §23B.11.030 of the Washington Business Corporation Act.

**THIRD:** The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Merrill Lynch Life Agency Inc.	Idaho
Merrill Lynch Life Agency Inc.	Washington

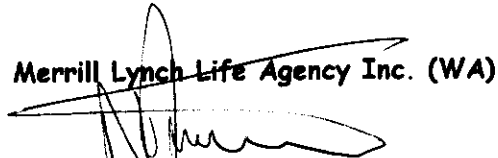
**FOURTH:** The laws of the State under which MLID is organized permit the Merger, and MLID has complied with such laws in affecting the Merger.

**FIFTH:** MLLA shall be the corporation surviving the Merger (the "Surviving Corporation"). The Surviving Corporation is to be governed by the laws of the State of Washington. There is no amendment to the Certificate of Incorporation or

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bylaws of MLLA. The Certificate of Incorporation and bylaws of MLLA as they shall exist at the time of the Merger shall be and remain the Certificate of Incorporation and bylaws of the Surviving Corporation.

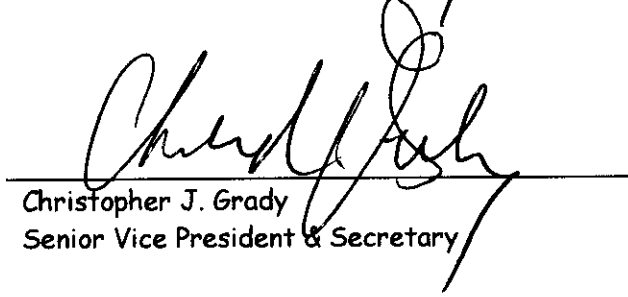
**Merrill Lynch Life Agency Inc. (WA)**

  
Nikos K. Kardassis  
President & Chairman of the Board

**Merrill Lynch Life Agency Inc. (ID)**

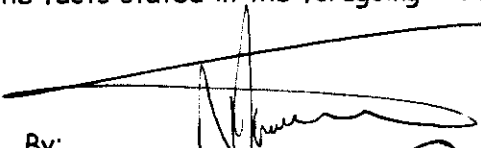
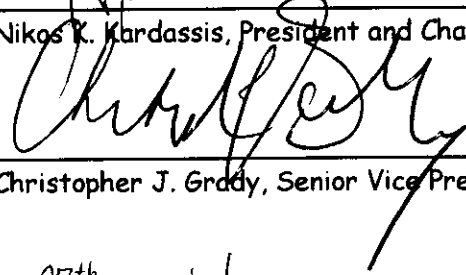
  
Nikos K. Kardassis  
President & Chairman of the Board

  
Christopher J. Grady  
Senior Vice President & Secretary

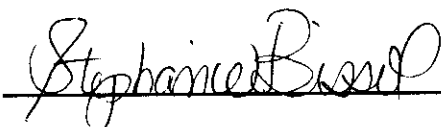
  
Christopher J. Grady  
Senior Vice President & Secretary

STATE OF New Jersey )  
 ) SS  
COUNTY OF Mercer )

Nikos K. Kardassis, being the President and Chairman of the Board, and Christopher J. Grady, being the Senior Vice President and Secretary of the above-named Washington corporation, each being duly sworn, deposes and says that the facts stated in the foregoing "Articles of Merger" are true and correct.

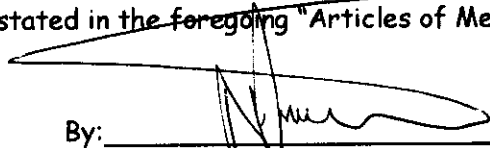
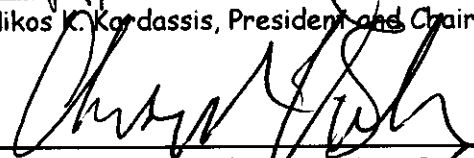
By:   
Nikos K. Kardassis, President and Chairman of Board  
And  
By:   
Christopher J. Grady, Senior Vice President and Secretary

Sworn and Subscribed to before me this 27<sup>th</sup> day of JUNE, 2002.

  
STEPHANIE S. BISCOLA  
Notary Public  
State of New Jersey  
My Commission Expires  
May 7, 2007

STATE OF New Jersey )  
 ) SS  
COUNTY OF Mercer )

Nikos K. Kardassis, being the President and Chairman of Board, and Christopher J. Grady, being the Senior Vice President and Secretary of the above-named Idaho corporation, each being duly sworn, deposes and says that the facts stated in the foregoing "Articles of Merger" are true and correct.

By:   
Nikos K. Kardassis, President and Chairman of Board  
And  
By:   
Christopher J. Grady, Senior Vice President and Secretary

Sworn and Subscribed to before me this 27<sup>th</sup> day of JUNE, 2002.



STEPHANIE S. BISCOLA  
Notary Public  
State of New Jersey  
My Commission Expires  
May 7, 2007

2002 JUN 27 PM 2:  
Merrill Lynch Life Agency Inc.  
Idaho

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Agreement"), is made as of this 27<sup>th</sup> day of June, 2002, and entered into pursuant to Section 23B.11.010 of the Washington Business Corporation Act, and Section 30-1-74 of the Idaho Business Corporation Act, between Merrill Lynch Life Agency Inc., a corporation of Washington ("MLLA"), with its principal executive office located at 1215 Fourth Avenue, Seattle, Washington 98161, and Merrill Lynch Life Agency Inc., a corporation of Idaho ("MLID"), with its principal executive office located in Idaho.

**WHEREAS**, both of the constituent corporations desire to merge; and

**WHEREAS**, MLLA has authorized capital stock of 50,000 shares of common stock with a par value of \$1.00 each, of which 500 shares are currently issued and outstanding and will be so at the Effective Time (as hereinafter defined); and

**WHEREAS**, MLID has authorized capital stock of 25,000 shares of common stock with \$1.00 par value, of which 100 shares are currently issued and outstanding; and

**WHEREAS**, the shareholders owning all of the issued and outstanding capital stock of both MLLA and MLID have unanimously voted for this merger;

**NOW, THEREFORE**, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

**FIRST:** MLID shall be and hereby is merged with and into MLLA, or the surviving corporation (the "Surviving Corporation"). The name of the Surviving Corporation following the merger shall continue to be "Merrill Lynch Life Agency Inc."

**SECOND:** The Articles of Incorporation of MLLA in effect at the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

**THIRD:** The outstanding shares of common stock of MLID shall be converted into shares of the Surviving Corporation, with one share of common stock of MLID being converted into one share of common stock of the Surviving Corporation. The manner of converting the outstanding shares of capital stock of MLID into shares of common stock of the Surviving Corporation shall be as follows:

A. The 100 shares of common stock of MLID outstanding immediately prior to the Effective Time shall be surrendered and delivered to MLLA, and such shares shall be cancelled.

B. Immediately after the Effective Time, the holder of the outstanding certificate(s) representing 100 shares of common stock of MLID shall surrender the same to the Surviving Corporation for cancellation. In exchange, the holder of common stock of MLID shall receive a certificate representing 100 shares of common stock of the Surviving Corporation upon the surrender and delivery to MLLA of said certificate(s).

**FOURTH:** The terms and conditions of the merger are as follows:

A. The Certificate of Incorporation of MLLA as it exists at the Effective Time shall be and remain the Certificate of Incorporation until the same shall be altered, amended or repealed as provided therein or by law.

B. The bylaws of MLLA as they shall exist at the Effective Time shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein or by law.

C. The directors and officers of MLLA in office immediately prior to the Effective Time shall continue in office as directors and officers of the Surviving Corporation until their successors have been elected and qualified.

D. The principal office of the Surviving Corporation shall be located at 1215 Fourth Avenue, Seattle, Washington 98161, after the Effective Time.

E. This merger shall become effective upon the filing of this Agreement with both the Secretary of State for the State of Washington and the Secretary of State for the State of Idaho (the "Effective Time").

F. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of MLID shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed, and all property, rights, and every other interest of MLID and MLLA shall be the property of the Surviving Corporation as they were of MLID and MLLA, respectively. MLID hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of MLID acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise carry out the intent and purposes hereof, and the proper officers and directors of MLID and MLLA are fully authorized in the name of MLID or otherwise to take any and all such action.

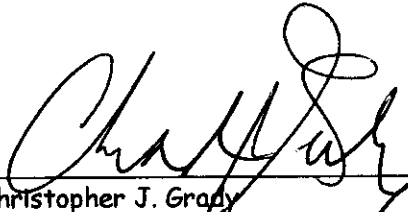
Likewise, MLLA does hereby assume all obligations, debts, duties and liabilities of MLID which are outstanding at the Effective Time.

**FIFTH:** The Surviving Corporation may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of MLID as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder pursuant to the provisions of Sections 30-1-1, et seq. of the Idaho Business Corporation. The Surviving Corporation does hereby irrevocably appoint the Secretary of State of Idaho as its agent to accept service of process in any suit or other proceeding to enforce any obligation or the rights of dissenting stockholders of MLID. Since 100% of the stockholders of both corporations have approved this merger, there will be no dissenting stockholders. The address to which a copy of such process shall be mailed by the Secretary of State of Idaho is: Merrill Lynch Life Agency Inc., Attn: Barry Skolnick, 7 Roszel Road, 3<sup>rd</sup> Floor, Princeton, New Jersey 08540. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Idaho duplicate copies of such process, one of which copies the Secretary of State of Idaho shall forthwith send by registered mail to said Surviving Corporation at the above address.

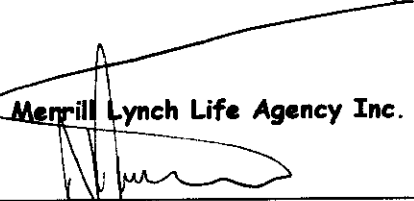
**IN WITNESS WHEREOF**, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and Stockholders, have caused these presents to be executed by the duly authorized officer of each party hereto.

**Merrill Lynch Life Agency Inc. (ID)**

  
\_\_\_\_\_  
Nikos K. Kardassis  
President & Chairman of the Board

  
\_\_\_\_\_  
Christopher J. Grady  
Senior Vice President & Secretary

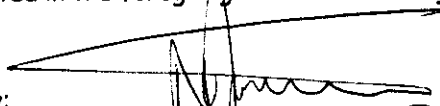
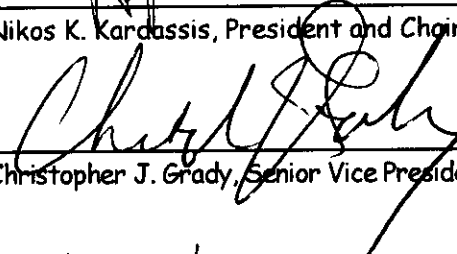
**Merrill Lynch Life Agency Inc. (WA)**

  
\_\_\_\_\_  
Nikos K. Kardassis  
President

  
\_\_\_\_\_  
Christopher J. Grady  
Senior Vice President & Secretary

STATE OF New Jersey )  
 ) SS  
COUNTY OF Mercer )

Nikos K. Kardassis, being the President and Chairman of the Board, and Christopher J. Grady, being the Senior Vice President and Secretary of the above-named Idaho corporation, each being duly sworn, deposes and says that the facts stated in the foregoing "Articles of Merger" are true and correct.


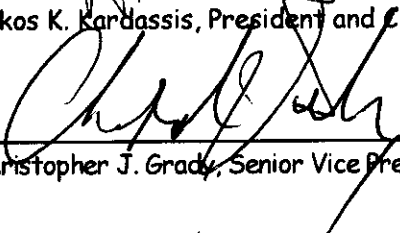
By:   
Nikos K. Kardassis, President and Chairman of Board  
And  
By:   
Christopher J. Grady, Senior Vice President and Secretary

Sworn and Subscribed to before me this 27<sup>th</sup> day of JUNE, 2002.

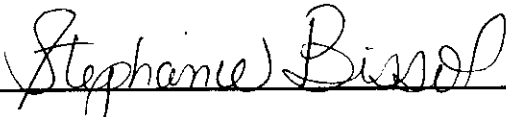
  
\_\_\_\_\_

STATE OF New Jersey )  
 ) SS  
COUNTY OF Mercer )

Nikos K. Kardassis, being the President and Chairman of Board, and Christopher J. Grady, being the Senior Vice President and Secretary of the above-named Washington corporation, each being duly sworn, deposes and says that the facts stated in the foregoing "Articles of Merger" are true and correct.

By:   
Nikos K. Kardassis, President and Chairman of Board  
And  
By:   
Christopher J. Grady, Senior Vice President and Secretary

Sworn and Subscribed to before me this 27<sup>th</sup> day of JUNE, 2002.

  
\_\_\_\_\_



**Merrill Lynch Life Agency Inc.  
(an Idaho corporation)**

**Board of Directors Consent to Corporate Action  
Pursuant to Article III, Section 12 of the By-Laws**

**June 27, 2002**

The Board of Directors of Merrill Lynch Life Agency Inc., a corporation of Idaho (the "Corporation"), desiring to adopt the Agreement and Plan of Merger between the Corporation and Merrill Lynch Life Agency Inc., a corporation of Washington, and to facilitate the filing of tax returns, does approve the following resolutions and hereby consents to the certification thereof as resolutions valid and effective as if they had been adopted at a meeting of the Board of Directors duly called and constituted as of the date hereof:

**RESOLVED**, that the Board of Directors deems it to be in the best interest of the Corporation to merge the Corporation with Merrill Lynch Life Agency Inc., a Washington corporation ("MLLA"), with MLLA being the surviving corporation.

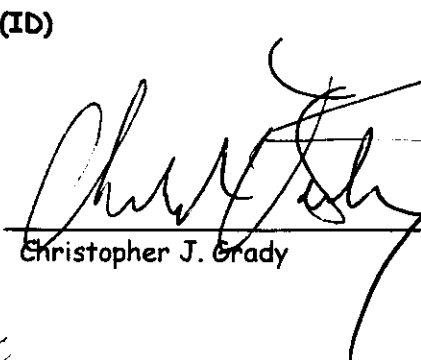
**RESOLVED**, that the Agreement and Plan of Merger between the Corporation and MLLA, be and it hereby is, adopted in the form attached hereto as Exhibit A, and the Board of Directors recommends said Agreement and Plan of Merger to the shareholders.

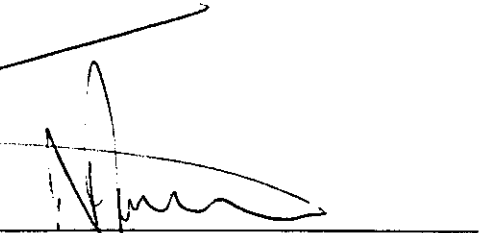
**FURTHER RESOLVED**, that the Controller of Merrill Lynch & Co., Inc. be, and he hereby is, authorized to designate employees (including employees of any corporation controlling or under common control with the Corporation) to prepare, execute and file Federal, state and local tax returns, on behalf of the Corporation, including, but not limited to the filing of extension requests, schedules and responses to information requests, the settlement of audits and any similar or related actions that are reasonably necessary or appropriate in connection with the preparation, execution and filing of such tax returns.

**Merrill Lynch Life Agency Inc. (ID)**

**BOARD OF DIRECTORS**

  
\_\_\_\_\_  
Michael P. Cogswell

  
\_\_\_\_\_  
Christopher J. Grady

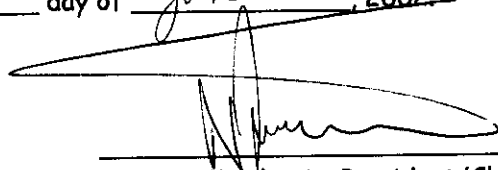
  
\_\_\_\_\_  
Nikos K. Kardassis

  
\_\_\_\_\_  
Lori M. Salvo

**CERTIFICATE**

I, Nikos K. Kardassis, President, of Merrill Lynch Life Agency Inc., ("MLID"), a corporation organized and existing under the laws of the State of Idaho, hereby certify, as such President, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of MLID and having been signed on behalf of Merrill Lynch Life Agency Inc., ("MLLA"), a corporation of the State of Washington, was duly adopted pursuant to Section 30-1-1101 *et seq.* of the Idaho Business Corporation Act, by the unanimous written consent of the stockholders holding 100 shares of the capital stock of MLID, the same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of MLID and the duly adopted agreement and act of said corporation.


WITNESS my hand on this 27<sup>th</sup> day of June, 2002.



Nikos K. Kardassis, President/Chairman of Board

STATE OF NEW JERSEY )  
 ) SS  
COUNTY OF MERCER )

Subscribed and sworn to before me, a Notary Public, this 27<sup>th</sup> day of JUNE, 2002.

  
Notary Public

My Commission Expires:

May 7<sup>th</sup>, 2007  
(SEAL)

STEPHANIE BUSSOL,  
Notary Public  
State of New Jersey  
My Commission Expires  
May 7, 2007