

ARTICLES OF MERGER

AON RISK SERVICES, INC. OF IDAHO

INTO

ALEXANDER & ALEXANDER OF IDAHO, INC.

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Act:

(see attached Plan of Merger)

SECOND: As each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to vote as a Class	
		Designation of Class	Number of Shares
Alexander & Alexander of Idaho, Inc.	100	Common	100
Aon Risk Services, Inc. of Idaho	1000	Common	1000

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Total voted for	Total voted against	Number of Shares		
			Entitled to vote as a class		
			Class	voted for	voted against
Alexander & Alexander of Idaho, Inc.	100	0	Common	100	0
Aon Risk Services, Inc. of Idaho	1000	0	Common	1000	0

Dated May 1, 1998.

Aon Risk Services, Inc. of Idaho

(Note 1)

Alexander & Alexander of Idaho, Inc.

(Note 1)

By Jerome S. Hanner
Jerome S. Hanner, its Vice President)

By Jerome S. Hanner
Jerome S. Hanner, its Vice President)

and Arlene Jeschke
Arlene Jeschke, its Secretary)

and Arlene Jeschke
Arlene Jeschke, its Secretary)

ARTICLES OF MERGER-Continued

(add verification for each corporation)

State of Illinois)
) ss
County of Cook)

I, Frances Alcantar, a notary public, do hereby certify that on this 1st
Day of May, 19 98, personally appeared before me Jerome S. Hanner, who,
being by me first duly sworn, declared that he is the Vice President of
Aon Risk Services, Inc. of Idaho and
Alexander & Alexander of Idaho, Inc., that he signed the foregoing document as Vice President of
Aon Risk Services, Inc. of Idaho and
Alexander & Alexander of Idaho, Inc. of corporation, and that the statements therein contained are true.



Frances Alcantar
Notary Public for Illinois
Residing at: Chicago, IL
My Commission Expires: 11-30-2000

- Notes:
1. Exact corporate names of respective corporations executing the Articles.
 2. Signatures and titles of officers signing for the respective corporation.
 3. Duplicate originals should be filed.

**PLAN OF MERGER FOR ALEXANDER & ALEXANDER OF IDAHO, INC. AND
AON RISK SERVICES, INC. OF IDAHO**

1. Parties: The parties to the merger are as follows: **ALEXANDER & ALEXANDER OF IDAHO, INC.** a **IDAHO** corporation ("A&A"), and **AON RISK SERVICES, INC. OF IDAHO** a **IDAHO** corporation ("Aon").
2. Survivor: Aon will merge into A&A; the surviving corporation shall be A&A.
3. Terms: At the Effective Time (defined below), and contemporaneously with the merger, Aon will merge into A&A, A&A will merge Aon into itself, and the separate existence of Aon shall cease ("Merger"). A&A will assume all of the rights, liabilities and obligations of each of the merging companies. 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 Aon to A&A.
4. Share Conversion: At the Effective Time, and contemporaneously with the Merger, each issued and outstanding share of stock of A&A shall be and remain issued and outstanding. Each issued and outstanding share of stock of Aon and each share of stock of Aon held in treasury shall be canceled without consideration and the holders of certificates, which before the merger represented shares of Aon, will surrender their certificates for cancellation.
5. Bylaws; Amendment of Articles of Incorporation: The bylaws of A&A, 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 A&A, 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, except only that the name of the surviving company shall be changed to be **"AON RISK SERVICES, INC. OF IDAHO"**.
6. Officers & Directors: As of the Effective Time, the officers and directors of A&A immediately prior to the Effective Time shall be removed, and the officers and directors of Aon 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, 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.
7. 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.
8. 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.