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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF MERGER
OF
SEABURY & SMITH OF IDAHO INC.
WITH AND INTO
SEABURY & SMITH, INC.**

To the Secretary of State
State of Idaho

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Pursuant to provisions of the Idaho Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Idaho, and which is subject to the provisions of the Idaho Business Corporation Act, is Seabury & Smith of Idaho Inc. ("Subsidiary").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Seabury & Smith, Inc. ("Parent").
3. The number of outstanding shares of Subsidiary is 100, all of which are of one class, and all of which are owned by Parent.
4. The Plan of Merger is attached hereto as Exhibit A.
5. Parent is the owner of all of the issued shares of Subsidiary, and Parent waived the mailing of a copy of the Plan of Merger in writing.
6. Shareholder approval was not required.
7. The laws of the jurisdiction of organization of Parent permit a merger of an Idaho wholly-owned subsidiary business corporation into a parent business corporation of another jurisdiction and the merger of Subsidiary into Parent is in compliance with the laws of the jurisdiction of organization of Parent.
8. The effective date in the State of Idaho of the merger herein provided for shall be September 30, 2005.

Marsh_ Seabury (ID) Merger Certificate1-20050919163831

IDAHO SECRETARY OF STATE
09/21/2005 05:00
CK: 7324 CT: 20168 BH: 912922
1 @ 30.00 = 30.00 MERGER # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C131177

Executed on: September 19, 2005.

SEABURY & SMITH OF IDAHO INC.

By: Steven C. Liston
Name: Steven C. Liston
Title of Officer: President

SEABURY & SMITH, INC.

By: Steven C. Liston
Name: Steven C. Liston
Title of Officer: President & CEO

EXHIBIT A

Plan of Merger

PLAN OF MERGER

1. Each corporation listed on Annex A hereto, duly organized and validly existing under the laws of its state of incorporation, as listed on Annex A ("Disappearing Corporation"), shall merge into Seabury & Smith, Inc., a corporation duly organized and validly existing under the laws of the State of Delaware ("Surviving Corporation") which owns all issued and outstanding stock of each Disappearing Corporation, on the terms and conditions hereinafter set forth (the "Merger") pursuant to the provisions of the law of the state of incorporation of each Disappearing Corporation, as listed on Annex A, and pursuant to the provisions of the Delaware General Corporation Law.

2. The separate existence of each Disappearing Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the law of the state of incorporation of each Disappearing Corporation, as listed on Annex A; and Surviving Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law.

3. Upon Merger:

a. All of the property, real, personal and mixed, and every other asset of any kind whatsoever of each Disappearing Corporation shall vest, without further act or deed, in Surviving Corporation.

b. Surviving Corporation shall possess all rights, privileges, immunities, powers and purposes of each Disappearing Corporation.

c. Surviving Corporation shall assume and be liable for all of the liabilities, obligations and duties of each Disappearing Corporation.

4. The Articles of Incorporation and Bylaws of Surviving Corporation shall not be amended in any respect as a result of the Merger and shall remain in full force and effect.

5. The issued and outstanding shares of each Disappearing Corporation shall not be converted or exchanged in any manner, but each such share which is issued and outstanding immediately prior to the effectiveness of the Merger shall be surrendered and extinguished upon such effectiveness.

6. The issued and outstanding shares of stock of Surviving Corporation shall be unaffected as a result of the Merger, and no shares of stock, or securities or obligations convertible into shares of stock of Surviving Corporation, are to be issued or delivered in connection with the Merger.

7. The officers and directors of Surviving Corporation shall continue to hold their respective offices after the Merger.

8. The Board of Directors and the proper officers of Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

9. The Merger herein provided for shall become effective in each state of incorporation of each Disappearing Corporation on September 30, 2005.

ANNEX A

Subsidiaries to merge into Seabury & Smith, Inc.:

SUBSIDIARY	EIN	STATE OF INCORPORATION	GOVERNING LAW
Seabury & Smith Agency, Inc.	13-3112281	Ohio	Ohio General Corporation Law
Seabury & Smith of Georgia, Inc.	58-2031455	Georgia	Georgia Business Corporation Code
Seabury & Smith of Idaho, Inc.	82-0516746	Idaho	Idaho Business Corporation Act
Seabury & Smith of Illinois, Inc.	13-3112267	Illinois	Business Corporation Act of 1983 of the State of Illinois
Seabury & Smith, Inc.	13-3112269	Indiana	Indiana Business Corporation Law
Seabury & Smith, Inc.	13-3112274	Louisiana	Business Corporation Law of the State of Louisiana
Seabury & Smith, Inc.	13-3112276	Massachusetts	Massachusetts Business Corporation Act
Seabury & Smith, Inc.	13-3112278	Michigan	Michigan Business Corporation Act
Seabury & Smith, Inc.	13-3112280	Nevada	Nevada General Corporation Law
Seabury & Smith, Inc.	13-3112282	Oklahoma	Oklahoma General Corporation Act
Seabury & Smith, Inc.	13-3112283	Texas	Texas Business Corporation Act

Seabury & Smith, Inc.	13-3112284	Virginia	Virginia Stock Corporation Act
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