#94975



I, RILEY C. DARNELL, Secretary of State of the State of Tennessee, do hereby certify that Articles of Merger and Plan of Merger by and between FM GUARDIAN INSURANCE AGENCY, INC., a Tennessee Corporation, and FM GLOBAL INSURANCE AGENCY, INC., a Delaware Corporation, Merging with and into a Single Corporation, FM GLOBAL INSURANCE AGENCY, INC., a Delaware Corporation, as the Surviving and Continuing Corporation, was filed in this office on June 16, 1995.

10AHO SECRETARY OF STATE 7/10/95 9:00:00 AN Customer # 20461

CORPORATION FORM WITHCHAMPL

CORPORATION FURSA WITHOU

HO SECRETARY OF STATE

0/95 9:00:00 AM

In Mitness Whereof. I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 27th day of June in the year of our Tord nineteen hundred ninety-five

Riley C. Darnell
Becretary of State
by Teal D. Havel

