

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM414328

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
National Employee Benefit Companies, Inc.		01/11/2017	Corporation: RHODE ISLAND
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	AmWINS Group Benefits, Inc.		
<b>Street Address:</b>	50 Whitecap Drive		
<b>City:</b>	North Kingston		
<b>State/Country:</b>	RHODE ISLAND		
<b>Postal Code:</b>	02852		
<b>Entity Type:</b>	Corporation: RHODE ISLAND		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3260286	CC CLERGYCARE	
<b>Registration Number:</b>	3354958	RETIREE BENEFIT ADVANTAGE	
<b>Registration Number:</b>	4094815	RETIREE BENEFIT CHOICE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	2028357500		
<b>Email:</b>	dcip@milbank.com		
<b>Correspondent Name:</b>	Javier J. Ramos		
<b>Address Line 1:</b>	1850 K Street, N.W., SUITE 1100		
<b>Address Line 2:</b>	Milbank, Tweed, Hadley & McCloy LLP		
<b>Address Line 4:</b>	Washington, D.C. 20006		
<b>ATTORNEY DOCKET NUMBER:</b>	30045.95600		
<b>NAME OF SUBMITTER:</b>	Javier J. Ramos		
<b>SIGNATURE:</b>	/Javier J. Ramos/		
<b>DATE SIGNED:</b>	01/31/2017		
<b>Total Attachments: 27</b>			
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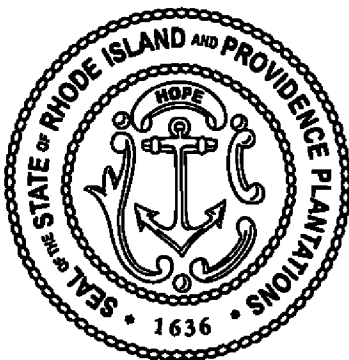
State of Rhode Island and Providence Plantations  
Department of State | Office of the Secretary of State  
Nellie M. Gorbea, Secretary of State

Date: January 11, 2017

AmWINS Group Benefits, Inc.  
(26 Pages)

A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE OF  
RHODE ISLAND AND PROVIDENCE PLANTATIONS

Secretary of State



By

Filing Fee \$50.00

ID Number: 64826



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

2015 MAR -9 PM 2: 10  
SECRETARY OF STATE  
CORPORATIONS DIV

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is National Employee Benefit Companies, Inc.
- 2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on March 4, 2015, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[ Insert Amendment(s) ]  
(if additional space is required, please list on separate attachment)

Article First is hereby amended changing the name of the corporation to AmWINS Group Benefits, Inc.

- 3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
- 4. These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing - effective date is April 1, 2015

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 4, 2015

[Signature]  
Signature of Authorized Officer of the Corporation

Scott M. Purviance, Vice President and Director  
Type or Print Name of Authorized Officer

FILED

MAR 09 2015

Form No. 101  
Revised: 12/09

RI SOS - 12/16/2005 CT System Output BY Mr 244118  
2:10



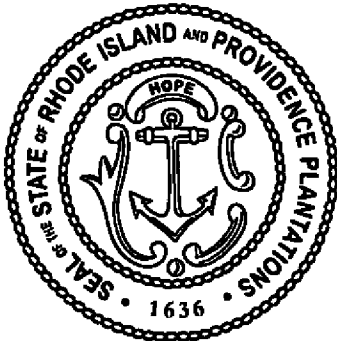
State of Rhode Island and Providence Plantations  
Department of State | Office of the Secretary of State  
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly executed in  
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as  
amended, has been filed in this office on this day:

March 09, 2015 2:10 PM

A handwritten signature in black ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea  
*Secretary of State*



Filing Fee: \$50.00

ID Number: 000864826



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

RECEIVED  
CORPORATIONS DIVISION  
STATE OF RHODE ISLAND  
NOV - 9 2010 11:53

FICTITIOUS BUSINESS NAME STATEMENT

Pursuant to the provisions of Section 7-1.2-402, 7-16-9 or 7-13-2 of the General Laws of Rhode Island, 1956, as amended, the undersigned business corporation, limited liability company, or limited partnership hereby submits the following statement for authority to transact business in the state of Rhode Island under a fictitious business name:

- The legal name of the applicant business corporation, limited liability company or limited partnership is: National Employee Benefit Companies, Inc.
- The fictitious business name to be used is AmWINS rx
- The state or territory under the laws of which it is incorporated, organized or formed is Rhode Island
- The date of incorporation, organization or formation is 07/03/1991
- If a business corporation, the address of its registered office within Rhode Island is 155 South Main Street Suite 301 Providence, Rhode Island 02903
- If a business corporation, the business in which it is engaged wholesale insurance brokerage
- Applicant is otherwise authorized to do business in the state of Rhode Island.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 11/2/2010

National Employee Benefit Companies, Inc.  
Name of Applicant Corporation, Limited Liability Company or Limited Partnership

By [Signature]  
Signature of Authorized Officer of the Corporation  
Vice President/Secretary

By \_\_\_\_\_  
Signature of Authorized Person for the Limited Liability Company

By \_\_\_\_\_  
Signature of Authorized Person for the Limited Partnership

FILED  
NOV 09 2010  
BY 130839 11:53



State of Rhode Island and Providence Plantations

**A. Ralph Mollis**  
*Secretary of State*

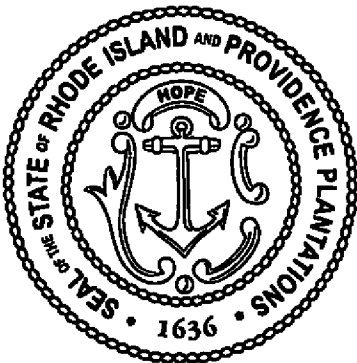
**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:  
November 09, 2010 11:53 AM

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*



Filing Fee: \$50.00

ID Number: 000064826



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

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CORPORATIONS DIVISION  
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STATEMENT OF ABANDONMENT OF  
USE OF FICTITIOUS BUSINESS NAME

Pursuant to the provisions of Section 7-1.2-402, 7-16-9 or 7-13-2 of the General Laws of Rhode Island, 1956, as amended, the undersigned business corporation, limited liability company or limited partnership hereby abandons the use of a fictitious business name in the transaction of business in the state of Rhode Island and submits the following:

1. The legal name of the applicant business corporation, limited liability company, or limited partnership is: National Employee Benefit Companies, Inc.
2. The fictitious business name being abandoned is IdealScripts
3. The date when the original fictitious business name statement was filed is 12/16/2004
4. The state or territory under the laws of which it is incorporated, organized or formed is Rhode Island
5. The date of incorporation, organization or formation is 7/03/1991
6. If a business corporation, the address of the registered office within Rhode Island is 155 SOUTH MAIN STREET SUITE 301 PROVIDENCE, RI 02903

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 11/2/2010

National Employee Benefit Companies, Inc.  
Name of Applicant Corporation, Limited Liability Company or Limited Partnership

By [Signature]  
Signature of Authorized Officer of the Corporation  
Vice President/Secretary

or  
By \_\_\_\_\_  
Signature of Authorized Person for the Limited Liability Company

or  
By \_\_\_\_\_  
Signature of Authorized Person for the Limited Partnership

FILED<sup>C</sup>  
NOV 09 2010  
BY 130839 11:53





State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island

and Providence Plantations, hereby certify that this document, duly

executed in accordance with the provisions of Title 7 of the General Laws

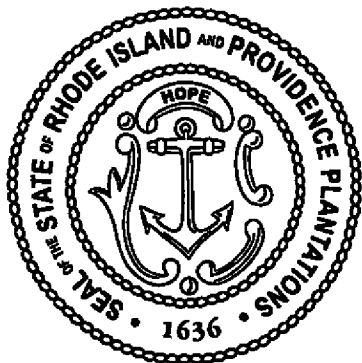
of Rhode Island, as amended, has been filed in this office on this day:

November 09, 2010 11:53 AM

A handwritten signature in black ink, appearing to read 'A. Ralph Mollis'.

A. RALPH MOLLIS

*Secretary of State*



Filing Fee: \$50.00

ID Number: 64826



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

2009 SEP 24 PM 2:42

FICTITIOUS BUSINESS NAME STATEMENT

Pursuant to the provisions of Section 7-1.2-402, 7-16-9 or 7-13-2 of the General Laws of Rhode Island, 1956 as amended, the undersigned business corporation, limited liability company, or limited partnership hereby submits the following statement for authority to transact business in the state of Rhode Island under a fictitious business name:

- 1. The legal name of the applicant business corporation, limited liability company or limited partnership is: National Employee Benefit Companies, Inc.
- 2. The fictitious business name to be used is The Managing Agency Group
- 3. The state or territory under the laws of which it is incorporated, organized or formed is Rhode Island
- 4. The date of incorporation, organization or formation is 7/3/91
- 5. If a business corporation, the address of its registered office within Rhode Island is 155 South Main Street, Suite 301, Providence, RI 02903
- 6. If a business corporation, the business in which it is engaged INSURANCE SALES & ADMINISTRATION.
- 7. Applicant is otherwise authorized to do business in the state of Rhode Island.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 9/24/09

National Employee Benefit Companies, Inc.  
Name of Applicant Corporation, Limited Liability Company or Limited Partnership

By [Signature]  
Signature of Authorized Officer of the Corporation

or  
By \_\_\_\_\_  
Signature of Authorized Person for the Limited Liability Company

or  
By \_\_\_\_\_  
Signature of Authorized Person for the Limited Partnership

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SEP 24 2009  
By 099671  
2:42



State of Rhode Island and Providence Plantations

**A. Ralph Mollis**  
*Secretary of State*

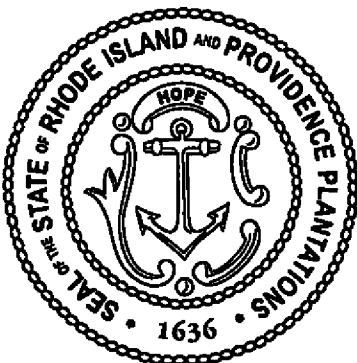
**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:  
**September 24, 2009 2:42 PM**

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*



Filing Fee: \$50.00

ID Number: 64826



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

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CORPORATIONS DIV  
2008 MAY -5 AM 7:52

FICTITIOUS BUSINESS NAME STATEMENT

Pursuant to the provisions of Section 7-1.2-402, 7-16-9 or 7-13-2 of the General Laws of Rhode Island, 1956, as amended, the undersigned business corporation, limited liability company, or limited partnership hereby submits the following statement for authority to transact business in the state of Rhode Island under a fictitious business name:

- The legal name of the applicant business corporation, limited liability company or limited partnership is: National Employee Benefit Companies, Inc.
- The fictitious business name to be used is Beacon Risk Strategies
- The state or territory under the laws of which it is incorporated, organized or formed is Rhode Island
- The date of incorporation, organization or formation is 07/03/1991
- If a business corporation, the address of its registered office within Rhode Island is c/o CT Corporation System, 10 Waybosset Street, Providence, RI 02903
- If a business corporation, the business in which it is engaged Wholesale insurance services
- Applicant is otherwise authorized to do business in the state of Rhode Island.

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CORPORATIONS DIV  
2008 MAY -5 AM 8:57

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 04/30/08

National Employee Benefit Companies, Inc.  
Name of Applicant Corporation, Limited Liability Company or Limited Partnership

By [Signature]  
Signature of Authorized Officer of the Corporation  
Scott H. Purviance, V.P. and Secretary  
or

By \_\_\_\_\_  
Signature of Authorized Person for the Limited Liability Company  
or

By \_\_\_\_\_  
Signature of Authorized Person for the Limited Partnership

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MAY 05 2008  
By 057188  
8:57



State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

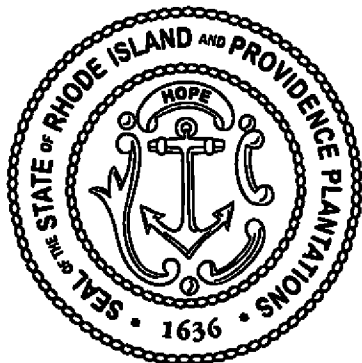
**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:  
May 05, 2008 8:57 AM

A handwritten signature in black ink that reads "A. Ralph Mollis".

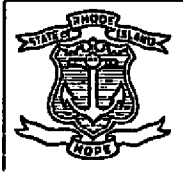
A. RALPH MOLLIS

*Secretary of State*



Filing Fee: \$50.00

ID Number: 64826



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

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CORPORATIONS DIVISION  
DEC 16 11 48 AM '04

**FICTITIOUS BUSINESS NAME STATEMENT**  
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-1.1-7.1, 7-16-9 or 7-13-2 of the General Laws, 1956, as amended, the undersigned business corporation, limited liability company or limited partnership hereby submits the following statement for authority to transact business in the state of Rhode Island under a fictitious business name:

1. The legal name of the applicant business corporation, limited liability company or limited partnership is: National Employee Benefit Companies, Inc.
2. The fictitious business name to be used is IdealScripts
3. The state or territory under the laws of which it is incorporated, organized or formed is Rhode Island
4. The date of incorporation, organization or formation is July 3, 1991
5. If a business corporation, the address of its registered office within Rhode Island is 155 South Main Street Providence, Rhode Island 02903
6. If a business corporation, the business in which it is engaged Provide insurance service to the business community and general public.
7. Applicant is otherwise authorized to do business in the state of Rhode Island.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: December 16, 2004

National Employee Benefit Companies, Inc.

Name of Applicant Corporation, Limited Liability Company or Limited Partnership

**FILED**  
DEC 16 2004  
By KMC  
C52509B

By [Signature] President  
Signature of Officer for the Corporation Title

By \_\_\_\_\_  
Signature of Authorized Person for the Limited Liability Company

By \_\_\_\_\_  
Signature of Authorized Person for the Limited Partnership



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

(insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include National Employee Benefit Companies, Inc., Haines Group Services, Inc., and BenefitConnections.com, Inc.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is National Employee Benefit Companies, Inc. 64826 which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state)

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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APR 04 2003

By AMF

TRADEMARK 316131

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

Name of Business Corporation	Total Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
National Employee Benefit Companies, Inc.	100	common	100
BenefitConnections.com, Inc.	100	common	100
Haines Group Services, Inc.	100	common	100

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

Name of Business Corporation	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
at'l. Employee Benefit Co.s	100	0	common	100	0
BenefitConnections.com, Inc.	100	0	common	100	0
Haines Group Services, Inc.	100	0	common	100	0

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

Number of Shares Outstanding of the Subsidiary Corporation	Designation of Class	Number of Shares of Subsidiary Corporation Owned by Surviving Corporation	Designation of Class
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on \_\_\_\_\_

.....

**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....

**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**



- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Benefit Connections.com, Inc.

Print Entity Name

By: Samuel H. Fleet President  
 Title of person signing

By: Angela Higbee Secretary  
 Title of person signing

STATE OF Rhode Island  
 COUNTY OF Kent

In Warwick, on this \_\_\_\_\_ day of December, 2002, before me personally appeared Samuel H. Fleet who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]  
 Notary Public  
 My Commission Expires: 9-2-2005

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Haines Group Services, Inc.

Print Entity Name

By: \_\_\_\_\_

Samuel H. Fleet

President

Title of person signing

By: \_\_\_\_\_

Angela Higbee

Secretary

Title of person signing

STATE OF Rhode Island

COUNTY OF Kent

In Warwick, on this \_\_\_\_\_ day of December, 2002, before me personally appeared Samuel H. Fleet who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public

My Commission Expires: 9-2-2005

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
  
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

National Employee Benefit Companies, Inc.

Print Entity Name

By: \_\_\_\_\_

**President**

Title of person signing

Samuel H. Fleet

By: \_\_\_\_\_

**Secretary**

Title of person signing

Angela Higbee

STATE OF Rhode Island

COUNTY OF Kent

In Warwick, on this \_\_\_\_\_ day of December, 2002, before me personally appeared Samuel H. Fleet who, being duly sworn, declared that he/she is the **President** of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

\_\_\_\_\_  
 Notary Public  
 My Commission Expires: 9-2-2005

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger dated this 10th day of December, 2002 (this "Agreement") by and between National Employee Benefit Companies, Inc., a Rhode Island corporation ("Surviving Company"), Haines Group Services, Inc., a Rhode Island corporation and BenefitConnections.com, Inc., a Rhode Island corporation ("Merging Companies"), is entered into pursuant to Title 7, Section 7-1.1-65 of the Business Corporation Act of Rhode Island.

Whereas the parties hereto desire that the Merging Companies be merged into Surviving Company upon the terms set forth hereinbelow;

Now, therefore, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Merger.** At the Effective Time (as defined in Section 2 hereof) and in accordance with the provisions hereof, Merging Companies shall be merged with and into Surviving Company (the "Merger"). Surviving Company shall be the surviving corporation in the Merger, and the separate existence of the Merging Companies shall cease upon the effectiveness of the Merger.
2. **Effective Time.** The Merger shall become effective January 1, 2003 after the filing of the articles of merger with the Secretary of State of Rhode Island in accordance with the provisions of Title 7, Section 7-1.1-68 of the Business Corporation laws of Rhode Island (the "Effective Time").
3. **Articles of Incorporation; Bylaws.** The articles of incorporation as amended and the by-laws of Surviving Company in effect immediately prior to the Effective Time shall continue in full force and effect as the by-laws of Surviving Company until thereafter amended in accordance with law.
4. **Directors; Officers.** The Directors and Officers of Surviving Company in office immediately prior to the Effective Time shall thereafter continue in office subject to the provisions of the by-laws of Surviving Company respecting the term of office of Directors and Officers.
5. **Conversion of Shares.** At the Effective Time (by virtue of the Merger and without any action on the part of either party hereto or of the holders of any of the securities of either party) each issued and outstanding membership units, of Merging Companies ("Merging Shares") shall immediately be converted into shares of the no par value common stock of Surviving Company ("Surviving Shares").

6. Transfer of Property; Further Actions. Without limitation of the effect of the Merger under applicable law, at the Effective Time (by virtue of the Merger and without any action on the part of either party hereto or of the holders of any of the securities of either party) all the property, rights, approvals, privileges, immunities, powers, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Merged Company ("Transferred Property") shall be transferred to, vested in and devolved upon Surviving Company, and all property, rights and every other interest of Surviving Company shall remain with Surviving Company. The foregoing notwithstanding, Merging Companies will execute such further deeds, instruments and other documents and take such further actions as may reasonably be requested by Surviving Company to vest in and confirm to Surviving Company full title to and possession of all Transferred Property and otherwise to carry out the purposes of this Agreement, and the proper officers and directors of the Merged Companies are fully authorized in the name of the Merged Companies or otherwise to take any and all such action.

In Witness Whereof, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective managers and members, have caused this Agreement to be executed by their duly authorized agents on the day and year first above written.

National Employee Benefit Companies, Inc.

By

  
\_\_\_\_\_  
Samuel H. Fleet, President

Haines Group Services, Inc.

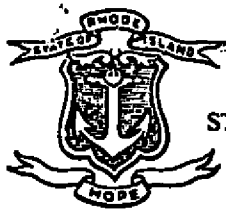
By

  
\_\_\_\_\_  
Samuel H. Fleet, President

BenefitConnections.com, Inc.

By

  
\_\_\_\_\_  
Samuel H. Fleet, President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
One Capitol Hill  
Providence, RI 02908-5800

April 2, 2003

TO WHOM IT MAY CONCERN:

Re: HAINES GROUP SERVICES, INC.

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

**MERGER-CORPORATION IS NON-SURVIVOR**

Very truly yours,

R. Gary Clark  
Tax Administrator

Edward J. Flanagan, Jr.  
Chief Revenue Agent  
Corporations



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
One Capitol Hill  
Providence, RI 02908-5800

April 2, 2003

TO WHOM IT MAY CONCERN:

Re: **BENEFIT CONNECTIONS.COM, INC.**

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

**MERGER-CORPORATION IS NON-SURVIVOR**

Very truly yours,

R. Gary Clark  
Tax Administrator

*Edward J. Flanagan, Jr.*  
Edward J. Flanagan, Jr.  
Chief Revenue Agent  
Corporations



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is New England Benefit Companies
- 2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on September 25, 2002, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[ Insert Amendment(s) ]

(If additional space is required, please list on separate attachment)

- 1. Article First is hereby amended changing the name of the corporation to:

National Employee Benefit Companies, INC.

; and

- 2. Article First is hereby further amended by striking the words:

"(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended)"  
thereby terminating close corporation status.

RECEIVED  
SECRETARY OF STATE  
OCT 2 3 25 PM '02

- 3. The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

- 4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

<u>Class</u>	<u>Number of Shares</u>
<u>common stock, no par value</u>	<u>100</u>

**FILED**  
OCT 21 2002  
By [Signature]  
293244



Number of shares voted for such amendment was 100; and the number of shares voted against such amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
<u>none</u>		

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

no change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

no change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon filing  
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: OCTOBER 15, September, 2002

New England Benefit Companies, INC.  
Print Corporate Name

By [Signature]  
 President or  Vice President (check one)

By Angela Higbee <sup>AND</sup>  
 Secretary or  Assistant Secretary (check one)

STATE OF RHODE ISLAND  
COUNTY OF KENT

In Warwick, on this 15th day of OCTOBER, 2002, personally appeared before me Samuel H. Fleet who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]  
Notary Public  
My Commission Expires: 7-28-2005

**State of Rhode Island and Providence Plantations**  
**BUSINESS CORPORATION**

**ORIGINAL ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

**FIRST.** The name of the corporation is NEW ENGLAND BENEFIT COMPANIES

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

**SECOND.** The period of its duration is (if perpetual, so state) Perpetual

**THIRD.** The purpose or purposes for which the corporation is organized are:

- 1.) To provide insurance services to the business community & general public.
- 2.) For any other purpose which is lawful under the statutes of the State of Rhode Island and Providence Plantations.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

**FOURTH.** The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 1000 common no par value

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) *If more than one class:* Total number of shares .....

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

**FIFTH.** Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

N/A

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

No shareholders shall sell, transfer, assign, hypothecate or otherwise encumber their share without the written consent of all other shareholders. Notwithstanding the above, if any shareholder shall sell, transfer, assign, hypothecate or otherwise encumber his shares, the remaining shareholders and/or the corporation reserve the right to purchase those shares for the assessed value and applying such amount to the debt for which the shares were pledged.

If any shareholder desires to sell his shares, said shares shall first be offered to the corporation or the other shareholders for fair market value. Only upon rejection of said offer by shareholders or the corporation shall the selling shareholder offer his shares to the general public.

SEVENTH. The address of the initial registered office of the corporation is 100 Lafayette Street Pawtucket, RI 02860

(add Zip Code)

and the name of its initial registered agent at such address is:

Samuel H. Fleet

EIGHTH. The number of directors constituting the initial board of directors of the corporation is Two and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Samuel H. Fleet	460 Schooner Drive, Jamestown, RI 02835
James Carnevale	10 DeCarolis Dr., Tewksbury MA, 01876


NINTH. The name and address of each incorporator is:

Name	Address
Samuel H. Fleet	460 Schooner Drive, Jamestown, RI 02835

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Immediately

Dated July first, 1991

  
Samuel H. Fleet

STATE OF RHODE ISLAND } In the City } of PROVIDENCE  
COUNTY OF PROVIDENCE } Town }  
in said county this 1<sup>st</sup> day of JULY, A.D. 1991  
then personally appeared before me SAMUEL H. FLEET

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

*Gar J. Madeiros*  
Notary Public

GAR J. MADEIROS  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JUNE 30, 1996

64826

Rec'd & Filed JUL 03 1991  
JMT 62699

RECEIVED  
SECRETARY OF STATE  
GOVERNMENT SERVICES DIV.  
JUL 3 12 27 PM '91