

F97000003248

Document Number Only

C T CORPORATION SYSTEM

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Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

100002945111--8

-07/29/99--01056--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Stirling Cooke Group Services, Inc.

into:

Norvis American Risk, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 30 PM 4:44

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Thanks, Melanie

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C. COULLETTE AUG 0 2 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

STIRLING COOKE GROUP SERVICES INC., a Florida corporation,  
P97000078311

into

**NORTH AMERICAN RISK, INC.**, a Texas corporation F97000003248

File date: July 30, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 29, 1999

*walk in  
pickup*

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: NORTH AMERICAN RISK, INC.  
Ref. Number: F97000003248

We have received your document for NORTH AMERICAN RISK, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Cheryl Coulliette  
Document Specialist

Letter Number: 099A00038768

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
(Profit Corporation)**

**Merging  
Stirling Cooke Group Services, Inc., a Florida corporation  
with and into  
North American Risk, Inc., a Texas corporation**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

**First:** The name of and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
North American Risk, Inc.	Texas

**Second:** The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Stirling Cooke Group Services, Inc.	Florida

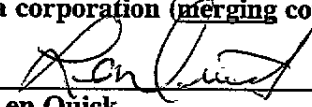
**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on July 30, 1999.

**Fifth:** Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the Shareholder of the surviving corporation on July 30, 1999.

**Sixth:** Adoption of Merger by merging corporation. The Plan of Merger was adopted by the Shareholder of the merging corporation on July 30, 1999.

**STIRLING COOKE GROUP SERVICES, INC.,  
a Florida corporation (merging corporation)**

By:   
Len Quick  
Chief Operating Officer

**NORTH AMERICAN RISK, INC.,  
a Texas corporation (surviving corporation)**

By:   
Len Quick  
President and Chief Operating Officer

FILED  
99 JUL 30 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER**, dated as of July 30, 1999 (the "Plan of Merger"), is entered into by and between North American Risk, Inc., a Texas corporation (the "Survivor"), and Stirling Cooke Group Services, Inc., a Florida corporation (the "Merging Corporation").

**NOW, THEREFORE**, in consideration of the premises and the agreements herein contained, the parties hereto, intending to be legally bound hereby, agree to as follows:

### ARTICLE I

#### THE MERGER

1.01 The Merger. Subject to the terms and conditions of this Plan of Merger, the Merging Corporation shall be merged with and into the Survivor (the "Merger") in accordance with and with the effect as provided in the Texas Business Corporation Act (the "TBCA"), the Florida Business Corporation Act (the "FBCA") and Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended. The Survivor shall be the surviving corporation in the Merger (sometimes hereafter referred to as the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Texas. The separate corporate existence of the Merging Corporation shall cease.

1.02 Effective Time of the Merger. Subject to the provisions of this Plan of Merger, articles of merger (the "Articles of Merger") shall be duly prepared and executed by or on behalf of the Merging Corporation and the Survivor and thereafter delivered to the Secretaries of State of the States of Texas and Florida for filing, as provided in the FBCA and the TBCA, as soon as practicable after the execution of this Plan of Merger. The Merger shall become effective at the time specified in the Articles of Merger filed with the Secretaries of State of the States of Texas and Florida (the "Effective Time").

1.03 Articles of Incorporation and Bylaws of the Surviving Corporation. At the Effective Time, (i) the Articles of Incorporation of the Survivor in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation; (ii) the Bylaws of the Survivor in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

1.04 Directors and Officers of the Surviving Corporation. The directors and officers of the Survivor at the Effective Time shall, from and after the Effective Time, continue as the directors and officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal.

**ARTICLE II**

**CANCELLATION AND CONVERSION OF SHARES**

2.01. Conversion of Merging Corp. Common Stock. At the Effective Time, in accordance with the terms and conditions set forth in this Plan of Merger, and by virtue of the Merger and without any action on the part of any holder of shares of Common Stock, \$1.00 par value, of the Merging Corporation ("Merging Corp. Common Stock"), each share of Merging Corp. Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive one (1) share of Common Stock, \$0.01 par value, of the Survivor ("Survivor Common Stock").

**ARTICLE III**

**GENERAL PROVISIONS**

3.01. Counterparts. This Plan of Merger may be executed in counterparts, each of which shall constitute one and the same instrument.

3.02. Headings. The headings in this Plan of Merger are inserted for convenience only and shall not constitute a part hereof.

**IN WITNESS WHEREOF**, the parties hereto have caused this Plan of Merger to be duly executed as of the date first above written.

**NORTH AMERICAN RISK, INC.,**  
a Texas corporation  
(the "Survivor")

By:   
\_\_\_\_\_  
Len Quick  
President and Chief Operating Officer

**STIRLING COOKE GROUP SERVICES, INC.,**  
a Florida corporation  
(the "Merging Corporation")

By:   
\_\_\_\_\_  
Len Quick  
Chief Operating Officer