

L99000005750

CULP ELLIOTT & CARPENTER P.L.L.C.

"A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING A PROFESSIONAL ASSOCIATION"

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October 13, 1999

* Licensed in NC
§ Licensed in NC and FL
§ Licensed in NC and SC

Via Federal Express Delivery

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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RE: Merger of Stewart International Group, LLC, a Florida limited liability company
and Stewart International, L.L.C., a Missouri limited liability company

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Merger and Plan of Merger for the above referenced companies as well as copies of Resolutions for both entities approving the merger. Additionally, we have enclosed a check in the amount of \$80.00 to cover the cost of filing and a certified copy of the filing. Please file in your usual manner and return a certified copy in the enclosed envelope.

For your information, the Florida Document Reference number for Stewart International Group, LLC is #L99000005750, and the Federal Employer Identification number for both entities is 43-1780633.

If you should have any questions or comments, please contact my office.

Sincerely,

CULP ELLIOTT & CARPENTER P.L.L.C.

Niles A. Elber
For the Firm

Enclosures

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Document	10-20
Miner	
Update	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

ARTICLES OF MERGER
OF
STEWART INTERNATIONAL GROUP, LLC L99000005750
AND
STEWART INTERNATIONAL, L.L.C.

Pursuant to the provisions of the Missouri Limited Liability Company Act and the Florida Limited Liability Company Act, the undersigned limited liability companies do hereby adopt and execute the following articles of merger:

ARTICLE ONE

Stewart International, L.L.C. is a limited liability company organized and existing under the laws of the State of Missouri and is subject to the provisions of the Missouri Limited Liability Company Act. The principal place of business of Stewart International, L.L.C. is 4933 East U.S. Highway 60, Rogersville, MO 65742.

ARTICLE TWO

Stewart International Group, LLC is a limited liability company organized and existing under the laws of the State of Florida and is subject to the provisions of the Florida Limited Liability Company Act. The principal place of business of Stewart International Group, LLC is 5509 Pennock Point Road, Jupiter, Florida 33458.

ARTICLE THREE

The name of the registered agent for Stewart International Group, LLC is Kenny J. Stewart. The registered agent's office is located at 5509 Pennock Point Road, Jupiter, Florida 33458.

ARTICLE FOUR

The attached Plan of Merger was duly authorized and approved by each party to this merger in accordance with Section 347.127 of the Missouri Revised Statutes and Section 608.438 of the Florida General Statutes.

ARTICLE FIVE

This merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Organization of any limited liability company that is a party to the merger.

ARTICLE SIX

Stewart International Group, LLC hereby further agrees that, as the surviving limited liability company, it shall comply with the provisions of the Missouri Limited Liability Company Act with respect to foreign limited liability companies if it is do business in the state of

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Missouri, and regardless of whether or not it is to do business in the state of Missouri it further agrees with the Secretary of State of Missouri that:

(a) It will promptly pay to the dissenting member of any domestic limited liability company which is a party to the merger the amount, if any, to which they shall be entitled under provisions of the Missouri Limited Liability Company Act with respect to the rights of dissenting members, and

(b) It may be served with process in the State of Missouri, and it hereby irrevocably appoints the Secretary of the State of Missouri as its agent to accept service of process, in any proceeding based upon any cause of action against any such domestic limited liability company arising in the State of Missouri prior to the issuance of the certificate of merger or the certificate of consolidation by the Secretary of State of Missouri, and

(c) It will maintain on file at its principal place of business an executed copy of these Articles of Merger and will further make them available upon request to any entity that is a party to the merger without cost.

ARTICLE SEVEN

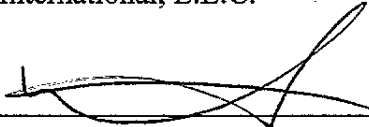
The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE EIGHT


The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdictions.

This the 27 day of Sept., 1999.

Stewart International, L.L.C.

By: 
Kenny J. Stewart, Manager and Member

Stewart International Group, LLC

By: 
Kenny J. Stewart, Manager and Member

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FLORIDA

STATE OF

Mo

COUNTY OF

Christian

I, Denise M. Silvey, a notary public in and for the above-referenced jurisdiction, do hereby certify that Kenny J. Stewart, personally known to me to be the same person whose name is subscribed to this instrument, appeared before me this day and acknowledged that he signed this instrument in the above capacities as his free and voluntary act.

Given under my hand and official seal this 27 day of September, 1999.

Denise M. Silvey
Notary Public

[NOTARY SEAL]

My commission expires: 2/17/01

DENISE M. SILVEY Notary Public
Christian County State of Missouri
My Commission Expires Feb. 17, 2001

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SECRETARY OF STATE
J. CAROL RUTHERFORD

PLAN OF MERGER
FOR
STEWART INTERNATIONAL GROUP, LLC
AND
STEWART INTERNATIONAL, L.L.C.

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The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.438(1), is being submitted in accordance with section 608.438, Florida Statutes. The names of the limited liability companies planning to merge are Stewart International, L.L.C., a limited liability company organized and existing under the laws of the State of Missouri and Stewart International Group, LLC, a limited liability company organized and existing under the laws of the State of Florida. The name of the surviving party into which Stewart International, L.L.C. plans to merge is Stewart International Group, LLC.

1. Stewart International, L.L.C. and Stewart International Group, LLC, shall, pursuant to the provisions of the laws of the State of Missouri and the provisions of the laws of the State of Florida, be merged with and into a single limited liability company, to wit, Stewart International Group, LLC, which shall be the surviving limited liability company at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving limited liability company," and which shall continue to exist as said surviving limited liability company under such name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of Stewart International, L.L.C., which is sometimes hereinafter referred to as the "non-surviving limited liability company", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

3. The operating agreement of the surviving limited liability company will be the operating agreement of said surviving limited liability company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

4. Each outstanding one percent (1%) interest in the surviving limited liability company prior to the merger will become a one-half of one percent (.05%) interest in the surviving limited liability company after the merger and each current member of the surviving limited liability company will continue to be a member of the surviving limited liability company after the merger. Each outstanding one percent (1%) interest in the non-surviving limited liability company prior to the merger will be converted into and exchanged for a one-half of one percent (.05%) interest in the surviving limited liability company and each current member of the non-surviving limited liability company will become a member of the surviving limited liability company after the merger. Furthermore, rights to acquire an interest in any party to the merger will be converted into rights to acquire an interest in the surviving limited liability company or

into cash or other property as set forth in the operating agreement of the surviving limited liability company.

5. Such surviving limited liability company shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the merging limited liability companies; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the limited liability companies so merged, shall be taken and deemed to be transferred to and vested in such single limited liability company without further act or deed; and the title to any real estate, or any interest therein, under the laws of this state vested in any of such limited liability companies shall not revert or be in any way impaired by reason of such merger.

6. The Plan of Merger herein made and approved shall be submitted to the members of Stewart International, L.L.C. for their approval or rejection in the manner presented by the Missouri Limited Liability Company Act and the merger and the Plan of Merger herein made and approved shall be submitted to the members of the surviving limited liability company for their approval or rejection in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

7. In the event that the Plan of Merger shall have been approved by the members entitled to vote of Stewart International, L.L.C. in accordance with the Missouri Limited Liability Company Act and in the event that the Plan of Merger shall have been approved by the members entitled to vote of Stewart International Group, LLC in the manner prescribed by the provisions of the Florida Limited Liability Company Act, the non-surviving limited liability company and the surviving limited liability company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Missouri and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Managers of the non-surviving limited liability company and of the surviving limited liability company, respectively, 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 surviving limited liability company is to be managed by one or more Manager(s) whose name(s) and address(es) is/are:

Kenny J. Stewart
5509 Pennock Point Road
Jupiter, FL 33458

10. The effective date of the merger herein provided for shall be the date upon which the merger becomes effective under the laws of the State of Florida.

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

STEWART INTERNATIONAL, L.L.C. A NON-QUALIFIED MISSOURI LIMITED
LIABILITY COMPANY

INTO

STEWART INTERNATIONAL GROUP, LLC, a Florida entity, L99000005750.

File date: October 15, 1999

Corporate Specialist: Tammi Cline