

P95000009393

OFFICE USE ONLY (Document #)

Synde. Friedman
(Requestor's Name)
215 S. Monroe
(Address)
Tulsa, OK 74101 222-6100
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Shirling Coale Coast Corp Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

H. SIM. FEB - 3 1995

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
STIRLING COOKE EAST COAST INC.

FILED
55 FEB -3 PM 11:15
TALLAHASSEE, FLA.

The undersigned, for the purpose of creating corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE FIRST--NAME OF CORPORATION

The name of the corporation is Stirling Cooke East Coast Inc. The principal office of the corporation is located at 1560 Chestnut Avenue, Winter Park, Florida 32789.

ARTICLE SECOND--DURATION

The duration of the corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

ARTICLE THIRD--PURPOSE

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE FOURTH--STOCK

The corporation is authorized to issue One Hundred Thousand (100,000) shares of stock with a par value of One Dollar (\$1.00). Such stock shall be of a single class.

ARTICLE FIFTH--REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is:

1201 Hayes Street
Tallahassee, Florida 32301

The registered agent is Corporation Information Services, Inc.

ARTICLE SIXTH--DIRECTORS

The names and addresses of the initial board of directors of the corporation are as follows:

Otha Ray McCartha
1560 Chestnut Avenue
Winter Park, Florida 32789

Penelope Attolino Cooke
Turnbridge Wells Harrington
Sound Road, Smith, Bormuda

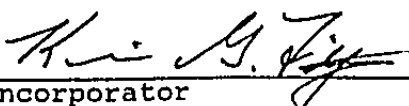
Nicholas Mark Cooke
Turnbridge Wells Harrington
Sound Road, Smith, Bormuda

ARTICLE SEVENTH--INCORPORATOR

The name and address of the incorporator is:

Kevin G. Fitzgerald
Foley & Lardner
215 South Monroe Street, Suite 450
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation on this 3rd day of February, 1995.


Incorporator

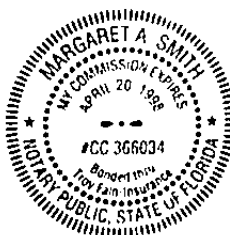
ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF LEON

Before me, the undersigned officer, personally appeared the above signed Incorporator, for the purpose of lawfully executing these Articles of Incorporation.


Notary Public

My Commission Expires:



1

ACCEPTANCE BY THE REGISTERED AGENT

We, Corporation Information Services, Inc., hereby accept appointment as registered agent for the corporation, and acknowledge our acceptance with the signature of our authorized representative on this 3rd day of February, 1995.

Corporation Information Services, Inc.

Gail Shelby
Authorized Representative for
Registered Agent

Gail Shelby, as its agent

FILED
95 FEB -3 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000009393

FOLLY & LARDNER

ATTORNEYS AT LAW

CHICAGO
JACKSONVILLE
LOS ANGELES
MADISON
MILWAUKEE
ORLANDO

FIRSTAR CENTER
777 EAST WISCONSIN AVENUE
MILWAUKEE, WISCONSIN 53202-5367
TELEPHONE (414) 271-2400
FACSIMILE (414) 297-4900

WRITER'S DIRECT LINE

SACRAMENTO
SAN DIEGO
SAN FRANCISCO
TALLAHASSEE
TAMPA
WASHINGTON D.C.
WEST PALM BEACH

(414) 297-5684

November 1, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Corporations Section
Capitol Building
409 East Gaines Street
Tallahassee, Florida 32399

400001996014--1
-11/05/96--01099--004
****122.50 ****122.50

Re: Articles of Merger merging Stirling Cooke Florida Company
with and into Stirling Cooke East Coast, Inc.

Dear Sir or Madam:

Enclosed for filing in your office are originally executed Articles of Merger, together with a Plan of Merger, pursuant to which (i) Stirling Cooke Florida Company, a Florida corporation, is merger with and into Stirling Cooke East Coast, Inc., a Florida Company ("Survivor"), and (ii) the Articles of Incorporation of the Survivor are amended to change the Survivor's corporate name to Stirling Cooke Risk Management Services, Inc.

Also enclosed is our check in the amount of \$122.50 representing your filing fees and the charge assessed by your office for a certified copy of the merger documents. Finally, I am enclosing a prepaid, self-addressed envelope for your convenience in returning the certified merger documents to this office.

Thank you very much for your assistance in this matter. If you have any questions, please call me.

Very truly yours,

Robert H. Mace, Jr.
Paralegal

Enclosures
cc: Kevin G. Fitzgerald

FILED
NOV 26 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ESTABLISHED 1842

A MEMBER OF GLOBALEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, PARIS, SINGAPORE, STOCKHOLM, STUTTGART AND TAIPEI



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1996

Robert H. Maco, Jr.
Foley & Lardner
777 E. Wisconsin Ave.
Milwaukee, WI 53202-5367

SUBJECT: STIRLING COOKE EAST COAST INC.
Ref. Number: P95000009393

We have received your document for STIRLING COOKE EAST COAST INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide the date of adoption of the merger by the board of directors of the parent corporation.

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee for the current year, and \$138.75 corporate supplemental fee for the current year.

Therefore, the total amount due to reinstate the corporation is \$375.00. Add an additional \$8.75 for each certificate of status requested.

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

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 696A00051863

FOLEY & LARDNER

ATTORNEYS AT LAW

CHICAGO
JACKSONVILLE
LOS ANGELES
MADISON
MILWAUKEE
ORLANDO

FIRSTAR CENTER
777 EAST WISCONSIN AVENUE
MILWAUKEE, WISCONSIN 53202-5367
TELEPHONE (414) 271-2400
FACSIMILE (414) 297-4900

WRITER'S DIRECT LINE

SACRAMENTO
SAN DIEGO
SAN FRANCISCO
TALLAHASSEE
TAMPA
WASHINGTON D.C.
WEST PALM BEACH

(414) 297-5684

November 25, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Corporations Section
409 East Gaines Street
Tallahassee, Florida 32399
ATTN: Steven Harris, Corporate Specialist

Re: Articles of Merger merging Stirling Cooke Florida Company
with and into Stirling Cooke East Coast, Inc.
Letter Number 696A00051863

Dear Steven:

Enclosed for filing in your office, together with your Letter Number 696A00051863, dated November 13, 1996 ("Letter"), are the following:

1. Executed Application for Reinstatement by Stirling Cooke East Coast Inc., together with a check in the amount of \$375.00, in accordance with your Letter.
2. Executed Articles of Merger, together with a Plan of Merger, pursuant to which (i) Stirling Cooke Florida Company, a Florida corporation, is merged with and into Stirling Cooke East Coast, Inc., a Florida Company ("Survivor"), and (ii) the Articles of Incorporation of the Survivor are amended to change the Survivor's corporate name to Stirling Cooke Risk Management Services, Inc. In accordance with your Letter, the date of approval by the Board of Directors of the parent corporation has been specified, i.e., October 7, 1996.

I understand that you are holding in trust our check in the amount of \$122.50 representing your filing fees and the charge assessed by your office for a certified copy of the merger documents.

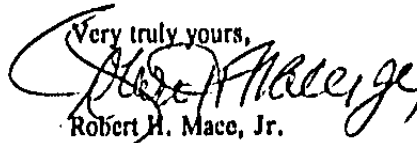
Also enclosed is a prepaid, self-addressed Federal Express envelope for your convenience in returning the certified merger documents to this office.

ESTABLISHED 1842

A MEMBER OF GLOBALEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, PARIS, SINGAPORE, STOCKHOLM, STUTTGART AND TAIPEI

Florida Department of State
November 25, 1996
Page 2

Thank you very much for your assistance in this matter. If you have any questions,
please call me.

Very truly yours,

Robert H. Mace, Jr.
Paralegal

Enclosures
cc: Kevin G. Fitzgerald

ARTICLES OF MERGER
Merger Sheet

MERGING:

STIRLING COOKE FLORIDA COMPANY, a Florida corporation, P94000033316

INTO

STIRLING COOKE EAST COAST INC. which changed its name to

STIRLING COOKE RISK MANAGEMENT SERVICES, INC., a Florida
corporation, P95000009393

File date: November 26, 1996

Corporate Specialist: Steven Harris

ARTICLES OF MERGER

MERGING

STIRLING COOKE FLORIDA COMPANY
(a Florida corporation and wholly-owned subsidiary
of STIRLING COOKE NORTH AMERICAN HOLDINGS LTD., a Delaware corporation)

WITH AND INTO

STIRLING COOKE EAST COAST INC.
(a Florida corporation and wholly-owned subsidiary
of STIRLING COOKE NORTH AMERICAN HOLDINGS LTD., a Delaware Corporation)

FILED
95 NOV 26 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with and pursuant to the provisions of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "FBCA"), STIRLING COOKE NORTH AMERICAN HOLDINGS LTD., a Delaware corporation ("Parent"), does hereby execute these Articles of Merger in accordance with the provisions of Section 607.1104 of the FBCA. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Plan of Merger, a copy of which is attached hereto as Exhibit A and incorporated herein by this reference (the "Plan").

1. Names of Merging Corporations; Plan of Merger. The names of the merging corporations are STIRLING COOKE FLORIDA COMPANY, a Florida corporation and wholly-owned subsidiary of Parent (the "First Subsidiary"), and STIRLING COOKE EAST COAST INC., a Florida corporation and wholly-owned subsidiary of Parent (the "Second Subsidiary"). Pursuant to the terms and provisions of the Plan, the First Subsidiary shall be merged with and into the Second Subsidiary. The Second Subsidiary shall, after the Merger, be the surviving corporation.

2. Amendment of Articles of Incorporation of Second Subsidiary. At the Effective Time (as hereinafter defined), the Articles of Incorporation of the Second Subsidiary shall be amended to restate ARTICLE FIRST thereof its entirety to read as follows: "ARTICLE FIRST--NAME OF CORPORATION. The name of the corporation is Stirling Cooke Risk Management Services, Inc. The principal office of the corporation is located at 1560 Chestnut Avenue, Winter Park, Florida 32789."

3. Approval By Board of Directors of Parent. Parent is the sole shareholder of each of the First Subsidiary and the Second Subsidiary. In accordance with the provisions of Section 607.1104 of the FBCA and the Articles of Incorporation and Bylaws of Parent, the Board of Directors of Parent approved and adopted the Plan pursuant to a written consent action of even date herewith, on October 7, 1996.

4. Notice to Shareholders of Subsidiaries. In accordance with the provisions of Section 607.1104 of the FBCA, Parent, being the sole shareholder of the First Subsidiary, waived the 30-day notice requirement contained therein, pursuant to a written consent action of even date herewith.

EFFECTIVE DATE: These Articles of Merger shall be effective on the date of filing with the Secretary of State of the State of Florida.

Dated the 7th day of October, 1996.

STIRLING COOKE NORTH AMERICAN
HOLDINGS LTD., a Delaware corporation

By:

Nicholas Mark Cooke
Nicholas Mark Cooke
Chairman of the Board and
Chief Executive Officer

Attest:

PA Cooke
Penelope A. Cooke
Secretary

EXHIBIT A
PLAN OF MERGER
OF
STIRLING COOKE FLORIDA COMPANY
WITH AND INTO
STIRLING COOKE EAST COAST INC.

THIS PLAN OF MERGER (the "Plan") is approved by the Directors of **STIRLING COOKE NORTH AMERICAN HOLDINGS LTD.**, a Delaware corporation ("Parent Corporation"), which holds one hundred percent (100%) of the outstanding shares of the capital stock of each of:

- I. **STIRLING COOKE FLORIDA COMPANY**, a Florida corporation (the "First Subsidiary"); and
- II. **STIRLING COOKE EAST COAST INC.**, a Florida corporation (the "Second Subsidiary").

RECITALS:

A. The First Subsidiary has, issued and outstanding, 1000 shares of common stock, par value \$0.01 per share ("First Subsidiary Common Stock"). The First Subsidiary is not authorized to issue any class of capital stock other than First Subsidiary Common Stock and all of the issued and outstanding shares of First Subsidiary Common Stock are owned by Parent Corporation.

B. The Second Subsidiary has, issued and outstanding, 1000 shares of common stock, par value \$1.00 per share ("Second Subsidiary Common Stock"). The Second Subsidiary is not authorized to issue any class of capital stock other than Second Subsidiary Common Stock and all of the issued and outstanding shares of Second Subsidiary Common Stock are owned by Parent Corporation.

C. The Directors of Parent Corporation have determined that it is in the best interests of Parent Corporation, the Second Subsidiary and the First Subsidiary that the First Subsidiary be merged with and into the Second Subsidiary.

NOW, THEREFORE, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, known generally as the Florida Business Corporation Act (the "FBCA") and other applicable law, the First Subsidiary shall be, at the Effective Time (as defined herein), merged with and into the Second Subsidiary, and the Second Subsidiary shall be the surviving corporation of such merger; and that the mode of carrying such merger into effect and the manner of converting shares shall be as follows:

PLAN:

ARTICLE I

MERGER OF THE FIRST SUBSIDIARY WITH AND INTO THE SECOND SUBSIDIARY

SECTION 1.01. The Merger. At the Effective Time, the First Subsidiary shall be merged (the "Merger") with and into the Second Subsidiary (which is hereinafter referred to as the "Surviving Corporation" whenever

reference is made to it at or after the Effective Time). Following the Merger, the separate existence of the First Subsidiary shall cease. The Merger shall become effective upon the filing of this Plan. The date and time when the Merger shall be effective are herein referred to as the "Effective Date" or "Effective Time," as the case may be.

SECTION 1.02. Board of Directors; Officers. The Board of Directors and officers of the Surviving Corporation as of the Effective Time shall consist of the persons who are the directors and officers of the Second Subsidiary immediately prior to the Effective Time.

SECTION 1.03. Articles of Incorporation; By-Laws. The Articles of Incorporation of the Second Subsidiary, as amended, shall be upon the Effective Date the Articles of Incorporation of the Surviving Corporation; and the Articles of Incorporation of the Surviving Corporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the FBCA. The Bylaws of the Second Subsidiary, as in effect immediately prior to the Effective Time, shall be upon the Effective Date the Bylaws of the Surviving Corporation; and the Bylaws of the Surviving Corporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the FBCA and such Bylaws.

SECTION 1.04. Amendment of Articles of Incorporation of the Surviving Corporation. At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended to restate ARTICLE FIRST thereof in its entirety to read as follows:

"ARTICLE FIRST--NAME OF CORPORATION. The name of the corporation is Stirling Cooke Risk Management Services, Inc. The principal office of the corporation is located at 100 East Sybelia Avenue, Suite 120, Maitland, Florida 32751."

SECTION 1.05. Effects of the Merger. The Merger will have the effect set forth in Section 607.1106 of the FBCA and this Plan. The capital of the Surviving Corporation, until thereafter changed as provided by law, shall be an amount equal to the par value of its capital stock issued and outstanding immediately after the Effective Time. At any time, and from time to time after the Effective Time, the officers of the Surviving Corporation may, in the name of the First Subsidiary, take or cause to be taken all such further or other action as they may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of the First Subsidiary's property, rights, privileges, immunities, powers, purposes, and otherwise to carry out the purposes of this Plan.

ARTICLE II

CONVERSION OF SHARES

SECTION 2.01 Conversion of Capital Stock of the First Subsidiary.

(a) Each share of First Subsidiary Common Stock issued and outstanding as of the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive a one-half (1/2) share of voting common stock of the Surviving Corporation.

(b) Each share of capital stock of the First Subsidiary held in the treasury of the First Subsidiary, if any, as of the Effective Time shall, by virtue of the Merger and without any other action, be canceled, retired and cease to exist and no payment shall be made with respect thereto.

SECTION 2.02. Conversion of Capital Stock of Second Subsidiary. Each share of Second Subsidiary Common Stock which shall be issued and outstanding as of the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive a one-half (1/2) share of voting common stock of the Surviving Corporation.

SECTION 2.03 Options, Warrants, and Rights to Acquire Second Subsidiary Common Stock. Each option, warrant and right to acquire shares of Second Subsidiary Common Stock as of the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically converted into, as the case may be, an option, warrant, or right to receive a like number of shares of Surviving Corporation Common Stock at a like exercise price per share.

ARTICLE III

IMPLEMENTATION OF PLAN

In the event that this Plan shall be approved by the Directors of Parent Corporation in the manner prescribed by the provisions of the FBCA, Parent Corporation, the First Subsidiary and the Second Subsidiary shall cause to be executed and filed or recorded, as appropriate, any document or documents prescribed by the laws of the State of Florida, and will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

ARTICLE IV

CERTAIN CONDITIONS

The respective obligations of Parent Corporation, the First Subsidiary and the Second Subsidiary hereunder are subject to the conditions that:

- (a) This Plan shall have been approved by the Directors of Parent Corporation;
- (b) This Plan shall have been approved by the written consent of Parent Corporation, as the holder of all issued and outstanding shares of First Subsidiary Common Stock, which written consent shall also contain an express waiver of the 30-day notice requirement in accordance with Section 607.1104 of the FBCA; and
- (c) All notices to, or filings with, authorizations of, exemptions by, or consents or approvals of, any public body or authority necessary for the consummation of the Merger shall have been received, shall be in full force and effect and shall not be subject to any condition which requires the taking or refraining from taking any action which could reasonably be expected to have a material adverse effect on the First Subsidiary, the Second Subsidiary or Parent Corporation.

ARTICLE V

TERMINATION AND ABANDONMENT

This Plan may be terminated and the Merger may be abandoned at any time on or before the Effective Time by the consent of the Board of Directors of Parent Corporation.

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

P95000009393

FILED

96 NOV 26 PM 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 11/27

DOCUMENT # P95000009393

1996

1 Corporation Name

STIRLING COOKE EAST COAST INC.

Principal Place of Business

1560 Chestnut Avenue
Winter Park, Florida 32789

Mailing Address

If above addresses are incorrect in any way, use through incorrect information and enter correction below

DO NOT WRITE IN THIS SPACE

2. New Principal Office Address, If Applicable		3. New Mailing Address, If Applicable		4. Date Incorporated or Qualified To Do Business in Florida	
Suite, Apt. #, etc.		100 East Sybella Avenue		February 3, 1995	
City & State		Suite, Apt. #, etc. Suite 120		5. FET Number	
City & State		City & State Maitland, Florida		59-3294324	
Zip		Country		Applied For	
Zip		Country		Not Applicable	
32751		U.S.A.		6. CERTIFICATE OF STATUS DESIRED <input type="checkbox"/> \$8.75 Additional Fee required for a Certificate of Status	

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)			
1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
President/ Director	Ray McCartha	1560 Chestnut Avenue	Winter Park, FL 32789
V.P./Sec'y./ Treas./ Director	Penelope A. Cooke	1560 Chestnut Avenue	Winter Park, FL 32789
Director	Nicholas Mark Cooke	1560 Chestnut Avenue	Winter Park, FL 32789
8000002017318--5 -12/03/96--01022--001 ****375.00 ****375.00			

8. Name and Address of Current Registered Agent		9. Name and Address of New Registered Agent	
Corporation Information Services 1201 Hayes Street Tallahassee, Florida 32301		Name F&L CORP. Street Address (P.O. Box Number is Not Acceptable) 200 Laura Street (Greenleaf Building) Suite, Apt. #, Etc. 3rd Floor City Jacksonville State FL Zip Code 32202-3510	

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent: *Ray McCartha* Date: November 20, 1996

REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☐ (See other side for information on intangible tax.)

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I request the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this request, I have applied the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees imposed by this corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *Ray McCartha* 11/21/96 407-539-0053

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2000(12/95)