

828349

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

FIRST AMERICAN TITLE INSURANCE COMPANY

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>First American Title Insurance Company</u>	<u>California</u>	<u>828349</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>TransContinental Escrow Company</u>	<u>Florida</u>	<u>P03000032769</u>
<u>TransContinental Title Company</u>	<u>Florida</u>	<u>L22848</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR 09 / 01 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 11, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 24, 2009.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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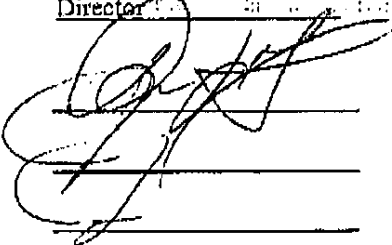
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

First American Title Insurance Company



Dennis J. Gilmore, President

TransContinental Escrow Company

John P. Gessco, President

TransContinental Title Company

John P. Gessco, President

**Agreement and Plan of Merger
of
TransContinental Title Company, a Florida corporation, and TransContinental Escrow
Company, a Florida corporation,
with and into
First American Title Insurance Company, a California corporation**

1. Parties to the Merger; Surviving Entity. TransContinental Title Company, a Florida corporation ("TTC"), and TransContinental Escrow Company, a Florida corporation ("TEC") and First American Title Insurance Company, a California corporation ("First American"), intend to effect a merger (the "Merger") of TTC and TEC with and into First American in accordance with this Agreement and Plan of Merger (the "Plan of Merger") and the applicable provisions of the California Corporations Code ("CCC") and the Florida Statutes ("FS"). Upon completion of the Merger, TTC and TEC will cease to exist. First American, as the surviving entity after the Merger, is hereinafter sometimes referred to as the "Surviving Entity."

2. Terms and Conditions of the Merger. At the effective time of the Merger (the "Effective Time"), the effect of the Merger shall be as provided in the applicable provisions of the CCC and the FS. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, title to all property of TTC and TEC shall vest in the Surviving Entity and all liabilities and pending business of TTC and TEC shall become the liabilities and pending business of the Surviving Entity, and the Surviving Entity will take possession of all of the open and closed escrow files of TEC.

3. Conversion of Interests. At the Effective Time, by virtue of the Merger and without any action on the part of TTC, TEC, and First American or the holders of any of the following securities:

(i) The Common Stock of TTC and TEC issued and outstanding immediately before the Effective Time shall be canceled without consideration.

(ii) The shares of Common Stock of First American issued and outstanding immediately before the Effective Time shall remain outstanding and shall constitute the outstanding shares of Common Stock of the Surviving Entity.

4. Location of Principal Office of the Surviving Entity. The principal office of Surviving Corporation is located at 1 Santa Ana Way, Santa Ana, California 92707.

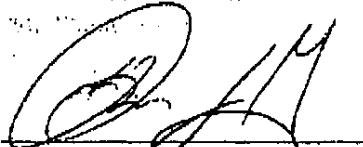
5. This plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of the State of California. Surviving Corporation owns all of the outstanding shares of TTC and TEC.

6. If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

[Signature page follows.]

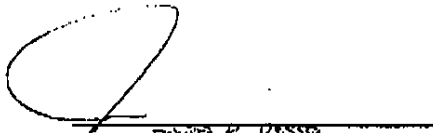
IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of August 25, 2009.

First American Title Insurance Company,
a California corporation



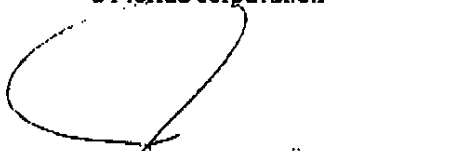
Name: Dennis J. Gilmore
Title: President

TransContinental Title Company
a Florida corporation



Name: Dennis T. Kessner
Title: President

TransContinental Escrow Company
a Florida corporation



Name: Dennis T. Kessner
Title: President