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2009 FEB -3 PM 3:44  
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FILED  
2009 FEB -3 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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2

**ARTICLES OF MERGER**  
**(Profit Corporations)**

**FILED**

2009 FEB -3 PM 3: 55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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> (If known/ applicable)
Alliant National Title Insurance Company, Inc.	CO	F08000004692

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Mason Title Insurance Company, Inc.	FL	P06000025696
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** Feb / 3 / 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on October 31, 2008 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on October 31, 2008 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

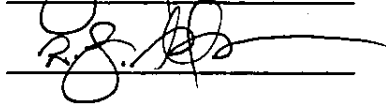
Typed or Printed Name of Individual & Title

Alliant National Title Insurance Company, Inc.



Robert J. Grubb, Chief Executive Officer

Mason Title Insurance Company, Inc.



Robert J. Grubb, Chief Executive Officer

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PLAN OF MERGER OF  
Mason Title Insurance Company, Inc. (a Florida corporation)  
AND  
Alliant National Title Insurance Company, Inc. (a Colorado corporation)

THIS AGREEMENT AND PLAN OF MERGER, dated as of January 30, 2009 (this "Agreement") is between Mason Title Insurance Company, Inc. ("Mason Title"), and Alliant National Title Insurance Company, Inc., a Colorado corporation ("Alliant").

RECITALS

- A. Mason Title is a corporation duly organized and existing under the laws of the State of Florida. As of the date hereof, all the issued and outstanding capital stock of Mason Title is owned by Agents Investors Group of America, LLC, a Colorado limited liability company (the "Parent").
- B. Alliant is a corporation duly organized and existing under the laws of the State of Colorado. As of the date hereof, all the issued and outstanding capital stock of Alliant is owned by Parent.
- C. The board of directors and sole stockholder of Alliant have determined that it is advisable and in the best interests of Alliant that Mason Title merge with and into Alliant upon the terms and conditions herein provided.
- D. The board of directors and sole stockholder of Mason Title have determined that it is advisable and in the best interests of Mason Title that Mason Title merge with and into Alliant upon the terms and conditions herein provided.
- E. The merger of Mason Title with and into Alliant is intended to be treated as a tax free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). It is intended that the transaction will be conducted and treated as if Parent makes capital contribution of the Mason Title capital stock to Alliant immediately prior to the merger and the existing capital stock of Mason Title will be canceled, eliminated and cease to exist by virtue of the merger and Parent will remain the sole shareholder of Alliant after the merger.
- F. All regulatory approvals required to complete the merger under the Florida Department of Financial Services, Office of Insurance Regulation ("OIR") and the Colorado Department of Regulatory Agencies, Division of Insurance ("DOI") have been obtained or will be obtained prior to the Effective Time as defined herein.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Mason Title and Alliant hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

## I. MERGER

- 1.1 *Approval of Merger.* Before the merger is to take effect or a Statement of Merger or Articles of Merger filed with the Colorado and Florida Secretaries of State, Alliant, Mason Title and or Parent, as the case may be, shall have obtained, made or occurred, as the case may be, all authorizations, consents, orders or approvals or declarations or filings with or expiration of waiting periods imposed by any governmental authority, including any required by the OIR or DOI, necessary for the consummation of the transactions contemplated hereby.
- 1.2 *Merger.* In accordance with the provisions of this Agreement, the Colorado Business Corporation Act, the Colorado Corporations and Associations Act (collectively the Colorado statutes hereinafter referred to as “Colorado Business Laws”), and the Florida Business Corporation Act (the “Florida Act”), Mason Title shall be merged with and into Alliant (the “Merger”), the separate existence of Mason Title shall cease, and Alliant shall be, and is herein sometimes referred to as, the “Surviving Company,” and the name of the Surviving Company shall continue to be Alliant National Title Insurance Company, Inc.
- 1.3 *Filing and Effectiveness.* The Merger shall not become effective until an executed Statement of Merger, meeting the requirements of the Colorado Business Laws and Articles of Merger, meeting the requirements of the Florida Act shall have been filed with the Secretary of State of the States of Colorado and Florida. The date and time when the Merger shall become effective is the latest date and time that either a Statement of Merger or Articles of Merger referred to above is filed and accepted by the appropriate Secretary of State, herein called the “Effective Date.”
- 1.4 *Effect of the Merger.* Upon the Effective Date, the separate existence of Mason Title shall cease and Alliant, as the Surviving Company (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date, (b) shall be subject to all actions previously taken by its and Mason Title’s board of directors, (c) shall succeed, without other transfer, to all of the assets, rights, powers and property of Mason Title in the manner more fully set forth in Section 607.1106 of the Florida Act and Section 7-90-204 of the Colorado Business Laws, (d) shall continue to be subject to all of the debts, liabilities and obligations of Alliant as constituted immediately prior to the Effective Date, (e) shall be subject to any claim existing or action or proceeding pending by each of Mason Title and Alliant which may be continued as if the Merger did not occur or the Surviving Company may be substituted in the proceeding for Mason Title; (f) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Mason Title in the same manner as if Alliant had itself incurred them, and (g) neither the rights of creditors nor any liens upon the property of Mason Title or Alliant shall be impaired by the Merger all as more

fully provided under the applicable provisions of the Florida Act and Colorado Business Laws.

- 1.5 *Tax-Free Reorganization.* For Federal income tax purposes, the parties intend that the Merger be treated as a tax-free reorganization within the meaning of Section 368(a) of the Code. The parties to this Agreement hereby adopt this Agreement as a “plan of reorganization” within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the United States Treasury Regulations. The parties shall not take a position on any tax return inconsistent with this section 1.5, unless otherwise required by a taxing authority.

## II. CHARTER DOCUMENTS, OFFICERS AND DIRECTORS

- 2.1 *Articles of Incorporation and Bylaws.* The Articles of Incorporation and Bylaws of Alliant as in effect immediately prior to the Effective Date shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Company until duly amended in accordance with the provisions thereof and applicable law.
- 2.2 *Officers and Directors.* The officers and directors of Alliant immediately prior to the Effective Date shall be the officers and directors of the Surviving Company until their successors shall have been duly elected or appointed and qualified or until as otherwise provided by law, the Articles of Incorporation or Bylaws of the Surviving Company, if applicable.

## III. MANNER OF CONVERSION OF EQUITY

- 3.1 As Parent is the sole shareholder of Mason Title and Alliant, the Merger shall be conducted and treated as if Parent makes a capital contribution of the Mason Title capital stock to Alliant immediately prior to the Merger and the existing capital stock of Mason Title will be canceled, eliminated and cease to exist by virtue of the Merger and Parent will remain the sole shareholder of Alliant after the Merger.

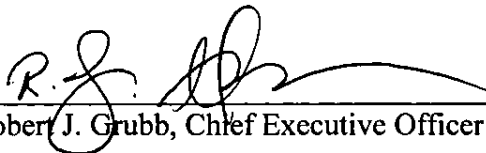
## IV. GENERAL

- 4.1 *Principal Office and Registered Agent.* The principal office of the Surviving Company in the State of Colorado is 2101 Ken Pratt Boulevard, Suite 102, City of Longmont, State of Colorado 80501 and after the Merger will remain 2101 Ken Pratt Boulevard, Suite 102, City of Longmont, State of Colorado 80501. The name of its registered agent is Beth A. Dickhaus and the address of the registered agent is c/o Hall & Evans, LLC, 1125 17<sup>th</sup> Street, City of Denver, State of Colorado 80202 and after the Merger will remain Beth A. Dickhaus, c/o Hall & Evans, LLC, 1125 17<sup>th</sup> Street, City of Denver, State of Colorado 80202.

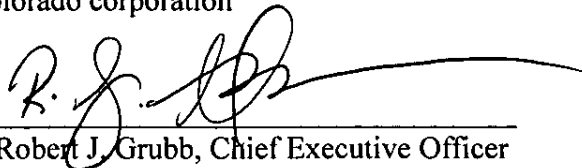
- 4.2 *Agreement.* Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 2101 Ken Pratt Boulevard, Suite 102, Longmont, Colorado 80501, and copies thereof will be furnished to any officer, director or shareholder of Mason Title prior to the Merger or any officer, director or shareholder of Alliant, upon request and without cost.
- 4.3 *Governing Law.* This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Colorado.
- 4.4 *Counterparts.* In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the boards of directors and shareholders of Mason Title Insurance Company, Inc., a Florida corporation, and Alliant National Title Insurance Company, Inc., a Colorado corporation, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

**Mason Title Insurance Company, Inc.**  
A Florida corporation

By:   
Robert J. Grubb, Chief Executive Officer

**Alliant National Title Insurance Company, Inc.**  
A Colorado corporation

By:   
Robert J. Grubb, Chief Executive Officer