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MERGER OR SHARE EXCHANGE

HBI Title Services, Inc.

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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:

EFFECTIVE DATE  
07-31-07

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HBI Title Services, Inc.	Ohio	N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Huntington Title Services, Inc.	Florida	P99000045710
_____	_____	_____
_____	_____	_____
_____	_____	_____

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** 07 / 31 / 07 (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 July 25, 2007.

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 July 25, 2007.

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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

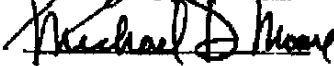
Typed or Printed Name of Individual & Title

HBI Title Services, Inc.



Jerry J. Batt, President

Huntington Title Services, Inc.



Michael D. Moore, President

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") is dated as of July 24, 2007, by and between Huntington Title Services, Inc., a Florida corporation (the "Merging Corporation"), and HBI Title Services, Inc., an Ohio corporation (the "Surviving Corporation").

### RECITALS

A. All of the outstanding capital stock of the Surviving Corporation and the Merging Corporation is owned by Huntington Insurance Agency Services, Inc., an Ohio corporation.

B. The sole director and the sole shareholder of each of the Surviving Corporation and the Merging Corporation have determined that it is advisable and in the best interests of each of such corporations for the Merging Corporation to merge with and into the Surviving Corporation upon the terms and subject to the conditions herein provided.

C. The sole director and the sole shareholder of the Surviving Corporation have duly adopted and approved this Merger Agreement and directed that it be executed by the undersigned officer.

D. The sole director and the sole shareholder of the Merging Corporation have duly adopted and approved this Merger Agreement and directed that it be executed by the undersigned officer.

### AGREEMENT

In consideration of the mutual agreements herein contained, the parties agree that the Merging Corporation shall be merged with and into the Surviving Corporation and that the terms and conditions of the merger, the mode of carrying the merger into effect, the manner of converting the shares of the Merging Corporation, and certain other provisions relating thereto, shall be as hereinafter set forth.

**Section 1. Merger.** Subject to the terms and provisions of this Agreement, and in accordance with the Ohio General Corporation Law ("OGCL") and the Florida Business Corporation Act ("FBCA"), at the Effective Time (as defined in Section 8 hereof), the Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger"). The Surviving Corporation shall be the surviving corporation in the Merger and shall continue its corporate existence under the laws of the State of Ohio. At the Effective Time, the separate corporate existence of the Merging Corporation shall cease.

**Section 2. Effect of the Merger.** At the Effective Time, the Merger shall have the effects provided for herein and in §1701.82 of the OGCL and §607.1106 of the FBCA.

**Section 3. Conversion of Shares.** At the Effective Time, each share of stock of the Merging Corporation, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled,

retired, and shall cease to exist, and no stock of the Surviving Corporation will be issued in respect thereof.

**Section 4. Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Articles of Incorporation of the Surviving Corporation following the Effective Time until thereafter duly altered, amended, or repealed in accordance with the provisions thereof and applicable law.

**Section 5. Code of Regulations.** The Code of Regulations of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall continue to be Code of Regulations of the Surviving Corporation following the Effective Time until thereafter duly altered, amended, or repealed in accordance with the provisions of such Code of Regulations, the Articles of Incorporation of the Surviving Corporation, and applicable law.

**Section 6. Directors.** At the Effective Time, each person who is a director of the Merging Corporation immediately prior to the Effective Time shall cease his tenure as a director of the Merging Corporation. Each person who is a director of the Surviving Corporation immediately prior to the Effective Time shall continue to serve as a director of the Surviving Corporation following the Effective Time until the next annual meeting of the Surviving Corporation and until their successors are elected and qualified.

**Section 7. Officers.** At the Effective Time, each person who is an officer of the Merging Corporation immediately prior to the Effective Time shall cease his tenure as an officer of the Merging Corporation. Each person who is an officer of the Surviving Corporation immediately prior to the Effective Time shall continue to serve as an officer of the Surviving Corporation following the Effective Time until the next annual meeting of the Surviving Corporation and until their successors are elected and qualified.

**Section 8. Effective Time.** The Merger shall be effective on July 31, 2007 (the "Effective Time").

**Section 9. Additional Actions.** If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of the Merging Corporation acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purpose of this Merger Agreement, the Merging Corporation and its proper officers and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and the possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement; and the proper officers and directors of the Surviving Corporation are hereby fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first above written.

HBI TITLE SERVICES, INC.

By:   
Jerry L. Batt, President

HUNTINGTON TITLE SERVICES, INC.

By:   
Michael D. Moore, President